

EAST KENTUCKY NETWORK

d/b/a

APPALACHIAN WIRELESSS

**BEAR BRANCH
CELLULAR TOWER
APPLICATION**

Leslie County, Kentucky

P.S.C. CASE # 2008-00319

RECEIVED

OCT 20 2008

PUBLIC SERVICE
COMMISSION

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the matter of:

THE APPLICATION OF EAST KENTUCKY NETWORK)
LIMITED LIABILITY COMPANY FOR THE ISSUANCE)
OF A CERTIFICATE OF PUBLIC CONVENIENCE AND) **CASE No 2008-00319**
NECESSITY TO CONSTRUCT A TOWER IN **LESLIE**)
COUNTY, KENTUCKY).

In case number 91-002 East Kentucky Network, LLC, formerly Mountaineer Cellular Limited Liability Company was granted a Certificate of Public Convenience and Necessity by the Kentucky Public Service Commission to construct and operate a cellular radio telecommunications system for KY RSA 10.

In an effort to improve service in **Leslie County**, East Kentucky Network, LLC pursuant to KRS 278.020 Subsection 1 and 807 KAR 5:001 Section 9 is seeking the Commission's approval to construct a tower at approximately 1.0 mi (1.6 km) ENE of Bear Branch in Leslie County, Kentucky. The facility will include a 300 foot self supported tower, with attached antennas extending upwards, and an equipment shelter. (37° 10' 09.3" N 83° 31' 53.4"W). A map and detailed directions to the site can be found in Exhibit 8.

East Kentucky Network LLC merger documents were filed with the Commission on February 2, 2001 in Case # 2001-022.

FAA and Kentucky Airport Zoning Commission approvals have been applied for and a copy of the application is included as Exhibit 4 and 6.

No Federal Communications Commission approval is required prior to construction of this facility. Once service is established from this tower we must immediately notify the Federal Communications Commission of its operation. Prior approval is needed only if the proposed

Leslie County has no formal local planning unit. In absence of this unit the Leslie County Judge Executive's office was notified by certified mail, return receipt requested of East Kentucky Network Limited Liability Company's proposal and informed of their right to intervene. They were given the docket number under which this application is filed. Enclosed in Exhibit 1 is a copy of that notification.

East Kentucky Network, LLC will finance the subject Construction with earned surplus in its General Fund.

Estimated Cost of Construction	140,000.00
Annual Operation Expense of Tower	12,500.00

Two notice signs meeting the requirements prescribed by 807 KAR 5:063, Section 1(2), measuring at least two (2) feet in height and four (4) feet in width and containing all required language in letters of required height, have been posted, one at a visible location on the proposed site and one on the nearest public road. The two signs were posted on October 10, 2008 and will remain posted for at least two weeks after filing of this application as specified.

Enclosed in Exhibit 9 is a copy of East Kentucky Network LLC's deeds to the site.

Notice of the location of the proposed construction was published on the 2nd and 3rd weeks of October in the Leslie County News. Enclosed is a copy of that notice in Exhibit 1. The Leslie County News is the newspaper with the largest circulation in Leslie County.

The proposed construction site is on a very rugged mountaintop some feet from the nearest structure. Prior to construction the site was wooded.

Due to the steep hillside surrounding the proposed site, the property in close proximity is unsuitable for any type of development. East Kentucky Network LLC's operation will not affect the use of nearby land nor its value. No more suitable site exists in the area. A copy of the search area map is enclosed in Exhibit 8. No other tower capable of supporting East Kentucky Network LLC's load exists in the general area; therefore, there is no opportunity for co-location of our facilities with anyone else.

facility increases the size of the cellular geographic service area. This cell site will not expand the cellular geographic service area.

A geologist was employed to determine soil and rock types and to ascertain the distance to solid bedrock. The geotechnical report is enclosed as Exhibit 3

A copy of the tower design information is enclosed as Exhibit 5. The proposed tower has been designed by engineers at Allstate Tower, Inc and will be constructed under their supervision. Their qualifications are evidenced in Exhibit 5 by the seal and signature of the registered professional engineer responsible for this project.

The tower will be erected by A & D Communication of Cattlesburg, Kentucky. A & D has vast experience in the erection of communications towers.

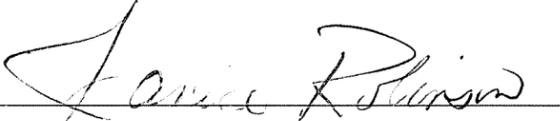
Enclosed, and should be filed with Exhibit 10 is a survey of the proposed tower site signed by a Kentucky registered professional engineer. There is no structure within 500 feet of the proposed tower as indicated in this enclosure. Exhibit 2 is a list of all Property owners or residents according to the property valuation administrator's record who reside or own property within 500 feet of the proposed tower in accordance with the Public Valuation Administrator'. No other properties are contiguous with East Kentucky's property.

Exhibit 12, back of folder, contains a vertical sketch of the tower supplied by Coleman Engineering.

Pursuant to 807 KAR5:063 Sections 1(1)(L) and Section 1(1)(n)(1) all affected property owners according to the property valuation administrator's record who reside or own property within 500 feet of the proposed Tower were notified by certified mail return receipt requested of East Kentucky Network, LLC's proposed construction and informed of their right to intervene. They were given the docket number under which this application is filed. Enclosed in Exhibit 2 is a copy of that notification.

WHEREFORE, Applicant respectfully requests that the PSC accept the foregoing Application for filing, and having met the requirements of KRS [278.020(1), 278.650, and 278.665] and all applicable rules and regulations of the PSC, grant a Certificate of Public Convenience and Necessity to construct and operate the proposed tower.

The foregoing document was prepared by Janice Robinson, Technical Site Coordinator for East Kentucky Network d/b/a Appalachian Wireless. All related questions or correspondence concerning this filing should be mailed to East Kentucky Network, LLC d/b/a Appalachian Wireless, 101 Technology Trail, Ivel, KY 41642.

SUBMITTED BY:  DATE: _____
Janice Robinson, Cell Site Coordinator

APPROVED BY: _____ DATE: _____
Gerald Robinette, General Manager

Contacts:

Gerald Robinette, General Manager

Phone: (606) 791-2375, Ext. 111

Email: grobinette110@ekn.com

Janice Robinson, Technical Site Coordinator

Phone: (606) 791-2375, Ext. 166

Email: jrobinson166a@ekn.com

Mailing Address:

East Kentucky Network, LLC.
d/b/a Appalachian Wireless
101 Technology Trail
Ivel, KY 41642

1	Notification/Response from County.
2	Copies of Cell Site Notices.
3	Universal Soil Bearing Analysis.
4	Kentucky Airport Zoning Commission Application.
5	Tower Design.
6	FAA Approval/Notice of Proposed Construction.
7	Audited Financial Statements
8	Driving Directions and Map to Suitable Scale.
9	Deed/Lease Agreement for Proposed Site.
10	Survey of Site Signed/Sealed by Professional Engineer Registered in State of Kentucky.
11	Site Survey Map with Property Owners identified in Accordance with PVA of County.
12	Vertical Profile Sketch of Proposed Tower.

EAST KENTUCKY NETWORK
101 TECHNOLOGY TRAIL
LEVEL, KY 41642
PHONE: (606) 874-7550
FAX: (606) 874-7551
EMAIL: INFO@EKN.COM
WEBSITE: WWW.EKN.COM



VIA: U.S. CERTIFIED MAIL

October 14, 2008

Jimmy Sizemore, Judge Executive
P. O. Box 619
Hyden, KY 41749

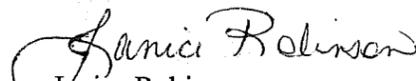
RE: Public Notice-Public Service Commission of Kentucky (Case No. 2008-00319)

East Kentucky Network, LLC d/b/a Appalachian Wireless has applied to the Public Service Commission of Kentucky for a Certificate of Public Convenience and Necessity to construct and operate a new facility to provide cellular telecommunications service in Leslie County, Kentucky. The facility will include a 300 foot self supported tower, with attached antennas extending upwards, and an equipment shelter to be located near Bear Branch in Leslie County, Kentucky. (37° 10' 09.3"N 83° 31' 53.4"W). A map showing the location of the proposed new facility is enclosed. This notice is being sent to you because you are the County Judge Executive of Leslie County.

The Commission invites your comments regarding the proposed construction. You also have the right to intervene in this matter. The Commission must receive your initial communication within 20 days of the date of this letter as shown above.

Your comments and request for intervention should be addressed to: Executive Director's Office, Public Service Commission of Kentucky, P.O. Box 615, Frankfort, KY 40602. Please refer to Case No. 2008-00319 in your correspondence.

Sincerely,


Janice Robinson
Technical Site Coordinator
Enclosure 1

d/b/a Appalachian Wireless
101 TECHNOLOGY TRAIL
IVEL, KY 41642
Phone: 606/874-7550
Fax: 606/791-2225



Fax

To: Leslie County News
P. O. Box 967
Hyden, KY 41749

From: JANICE ROBINSON, Accounting
East Kentucky Network,
d/b/a Appalachian Wireless

Fax: 606-672-7409 **Phone:** 606-874-7550, Ext. 166

Email: rebab@tds.net **Pages:** 1 Page (INCLUDING COVER)

Phone: 606-672-2841

Re: PUBLIC NOTICE ADVERTISEMENT **Date:** October 14, 2008

Nancy,

We would like to have the following public notice printed in Leslie County News for the next two weeks. The notice should state the following:

PUBLIC NOTICE:

RE: Public Service Commission of Kentucky (CASE NO. 2008-00319)

Notice is hereby given that East Kentucky Network, LLC, dba Appalachian Wireless has applied to the Kentucky Public Service Commission to construct a tower located near Bear Branch in Leslie County, Kentucky. (37° 10' 09.3"N 83° 31' 53.4"W). The proposed tower will be a 300-foot self-supporting tower. If you would like to respond to this notice, please contact the Executive Director, Public Service Commission, 211 Sower Boulevard, PO Box 615, Frankfort, Kentucky 40602. Please refer to Case No. 2008-00319.

If you have questions about the placement of the above mentioned notice, please call me at 606-874-7550, ext. 166.

Thank you, **Janice Robinson, Technical Site Coordinator**

Accounting Department If you have any problems with this fax, please call 606/886-6007. The message above and the information contained in the documents transmitted are confidential and intended only for the person(s) named above. Dissemination, distribution or copying of this communication by anyone other than the person(s) named above is prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us at the address listed above via regular mail. Thank you.

* * * Communication Result Report (Oct. 17. 2008 12:34PM) * * *

1) E k n
2)

'e/Time: Oct. 17. 2008 12:33PM

File No.	Mode	Destination	Pg(s)	Result	Page Not Sent
0916	Memory TX	6066727409	P. 1	OK	

Reason for error

E. 1) Hang up or line fail	E. 2) Busy
E. 3) No answer	E. 4) No facsimile connection
E. 5) Exceeded max. E-mail size	

dba Appalachian Wireless
101 TECHNOLOGY TRAIL
IVEL, KY 41642
Phone: 606/874-7550
Fax: 606/874-2225



Fax

To: Leslie County News
P. O. Box 867
Hydon, KY 41749

From: JANICE ROBINSON, Accounting
East Kentucky Network,
dba Appalachian Wireless

Fax: 606-872-7409 Phone: 606-874-7550, Ext. 168

Email: rebab@tds.net Pages: 1 Page (INCLUDING COVER)

Phone: 606-872-2841

Re: PUBLIC NOTICE ADVERTISEMENT Date: October 14, 2008

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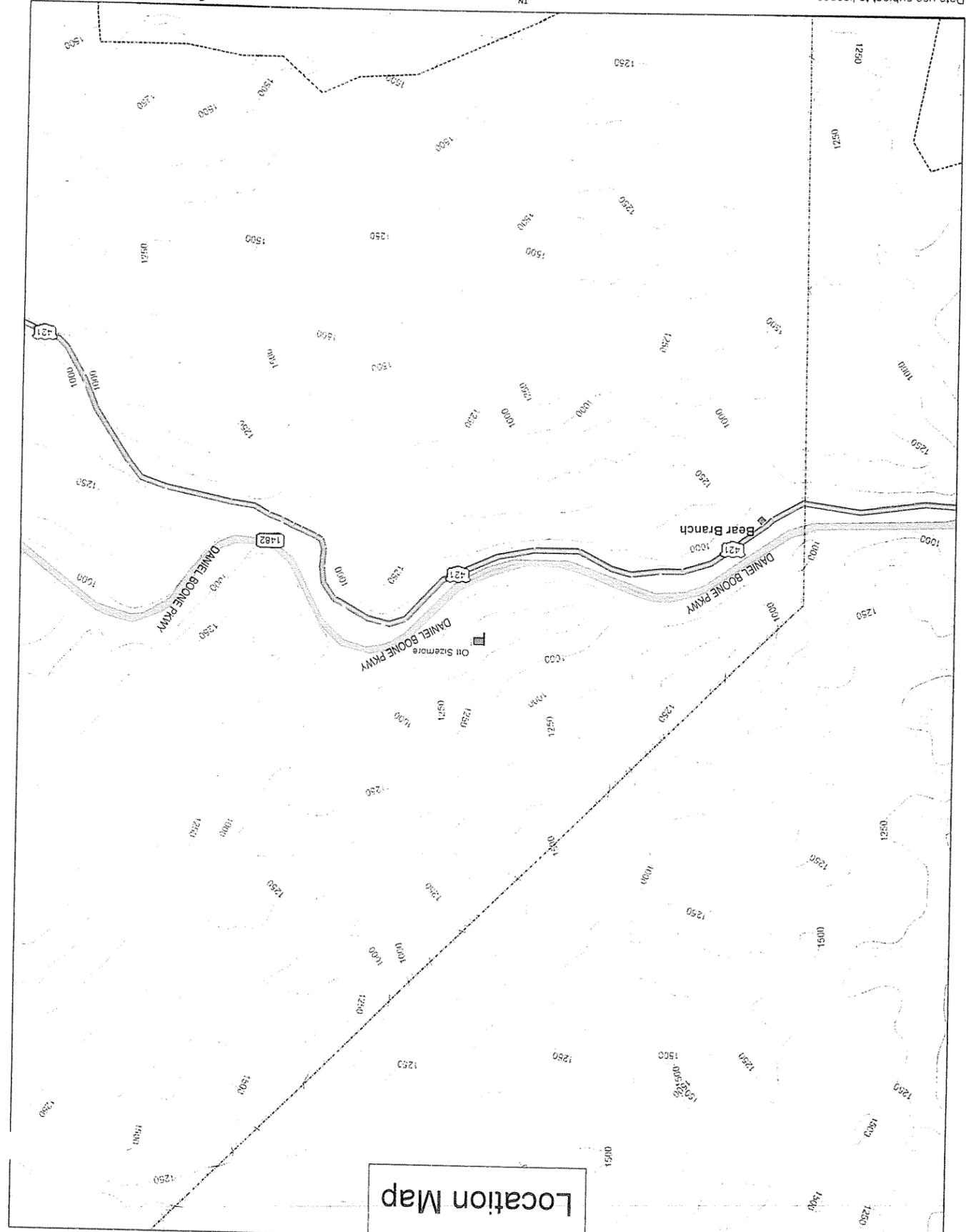
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RE: Public Service Commission of Kentucky (CASE NO. 2008-00319)
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If you have questions about the placement of the above mentioned notice, please call me at 606-874-7550, ext. 168.

Thank you, Janice Robinson, Technical Site Coordinator

Accounting Department If you have any problems with this fax, please call 606/880-6067. The message above and the information contained in the documents transmitted are confidential and intended only for the person(s) named above. Dissemination, distribution or copying of this communication by anyone other than the person(s) named above is prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us at the address listed above via regular mail. Thank you.



Location Map

Data use subject to license
© 2004 Delorme Topo USA@ 5.0
www.delorme.com

Scale 1 28 125
1" = 2 343 8 ft
Data Zoom 12-7

EXHIBIT II : LIST OF PROPERTY OWNERS:

BEAR BRANCH SITE, LESLIE COUNTY, KENTUCKY

Statement Pursuant to Section 1 (1) (I) 807 KAR 5:063

Section 1 (1)(I) 1. The following is a list of every property owner who according to property valuation administrator's records, owns property within 500 feet of the proposed tower and each have been: notified by certified mail, return receipt requested, of the proposed construction.,

Section 1 (1) I 2. Every person listed below who, according to the property valuation administrator's records, owns property within 500 feet of the proposed tower has been: Given the Commission docket number under which the application will be processed: and

Section 1 (1) I 3. Every person listed below who, according to property valuation administrator's records, owns property within 500 feet of the proposed tower has been: Informed of his right to request intervention.

LIST OF PROPERTY OWNERS

U. S. Government, Forest Service
100 vault road
Wincheser, KY 40391

Otis & Corene Sizemore
P. O. Box 47
Bear Branch, KY 41714

Patsy & Willie Causey
P O Box 84
Bear Branch, KY 41714

Effie Couch
34880 HWY 421
Bear Branch, KY 41714

Ricky & Wanda Asher
P O Box 177
Bear Branch, KY 41714

Elmer Ledford Heirs
c/o Linda Westfahl
0.9 Box 1470
Lafollette, TN 37766

Ramon F. Couch
P O Box 105
Bear Branch, KY 41714

Paul & Lucy Courch
C/O Wilma Woods
P O Box 188
Bear Branch, KY 41714

Cecil & Linda Sizemore
17603 Wild Oak DR
Houston, TX 77090

EAST KENTUCKY NETWORK
101 TECHNOLOGY TRAIL
IVEL, KY 41642
PHONE: (606) 874-7550
FAX: (606) 874-7551
EMAIL: INFO@EKN.COM
SITE: WWW.EKN.COM

EAST KENTUCKY
NETWORK



VIA: U.S. CERTIFIED MAIL

PUBLIC NOTICE

October 17, 2008

U. S. Government, Forest Service
100 Vault Road
Winchester, KY 40391

RE: Public Notice-Public Service Commission of Kentucky (Case No. 2008-00319)

East Kentucky Network, LLC d/b/a Appalachian Wireless has applied to the Public Service Commission of Kentucky for a Certificate of Public Convenience and Necessity to construct and operate a new facility to provide cellular telecommunications service. The facility will be located near Bear Branch in Leslie County, Kentucky. (37° 10' 09.3"N 83° 31' 53.4"W). The proposed tower will be a 300-foot self-supporting tower.

A map showing the location of the proposed new facility is enclosed. This notice is being sent to you because you may own property within a 500' radius of the proposed tower.

The Commission invites your comments regarding the proposed construction. You also have the right to intervene in this matter. The Commission must receive your initial communication within 20 days of the date of this letter as shown above.

Your comments and request for intervention should be addressed to: Executive Director's Office, Public Service Commission of Kentucky, P.O. Box 615, Frankfort, KY 40602. Please refer to Case No. 2008-00319 in your correspondence.

Sincerely,

Janice Robinson
Technical Site Coordinator
Enclosure 1

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PUBLIC NOTICE

October 17, 2008

Otis & Corene Sizemore
P O Box 47
Bear Branch, KY 41714

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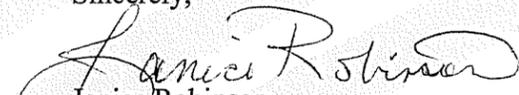
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WEBSITE: WWW.EKN.COM



VIA: U.S. CERTIFIED MAIL

PUBLIC NOTICE

October 17, 2008

Patsy & Willie Causey
P O Box 84
Bear Branch, KY 41714

RE: Public Notice-Public Service Commission of Kentucky (Case No. 2008-00319)

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A map showing the location of the proposed new facility is enclosed. This notice is being sent to you because you may own property within a 500' radius of the proposed tower.

The Commission invites your comments regarding the proposed construction. You also have the right to intervene in this matter. The Commission must receive your initial communication within 20 days of the date of this letter as shown above.

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VIA: U.S. CERTIFIED MAIL

PUBLIC NOTICE

October 17, 2008

Effie Couch
34880 HWY 421
Bear Branch, KY 41714

RE: Public Notice-Public Service Commission of Kentucky (Case No. 2008-00319)

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A map showing the location of the proposed new facility is enclosed. This notice is being sent to you because you may own property within a 500' radius of the proposed tower.

The Commission invites your comments regarding the proposed construction. You also have the right to intervene in this matter. The Commission must receive your initial communication within 20 days of the date of this letter as shown above.

Your comments and request for intervention should be addressed to: Executive Director's Office, Public Service Commission of Kentucky, P.O. Box 615, Frankfort, KY 40602. Please refer to Case No. 2008-00319 in your correspondence.

Sincerely,


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PUBLIC NOTICE

October 17, 2008

Ricky & Wanda Asher
P O Box 177
Bear Branch, KY 41714

RE: Public Notice-Public Service Commission of Kentucky (Case No. 2008-00319)

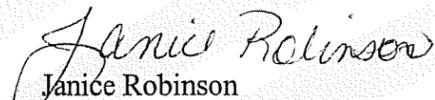
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A map showing the location of the proposed new facility is enclosed. This notice is being sent to you because you may own property within a 500' radius of the proposed tower.

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PUBLIC NOTICE

October 17, 2008

Elmer Ledford heirs
C/O Linda Westfahl
0.9 Box 1470
Lafollette, TN 37766

RE: Public Notice-Public Service Commission of Kentucky (Case No. 2008-00319)

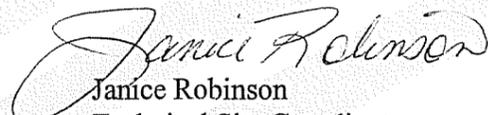
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VIA: U.S. CERTIFIED MAIL

PUBLIC NOTICE

October 17, 2008

Ramon F. Couch
P O Box 105
Bear Branch, KY 41714

RE: Public Notice-Public Service Commission of Kentucky (Case No. 2008-00319)

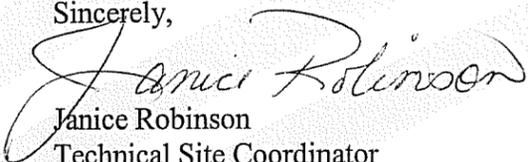
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Paul & Lucy Couch
C/O Box 188
Bear Branch, KY 41714

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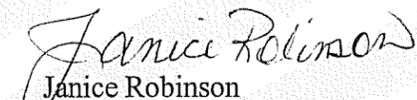
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PUBLIC NOTICE

October 17, 2008

Cecil & Linda Sizemore
17603 Wild Oak Dr
Houston, TX 77090

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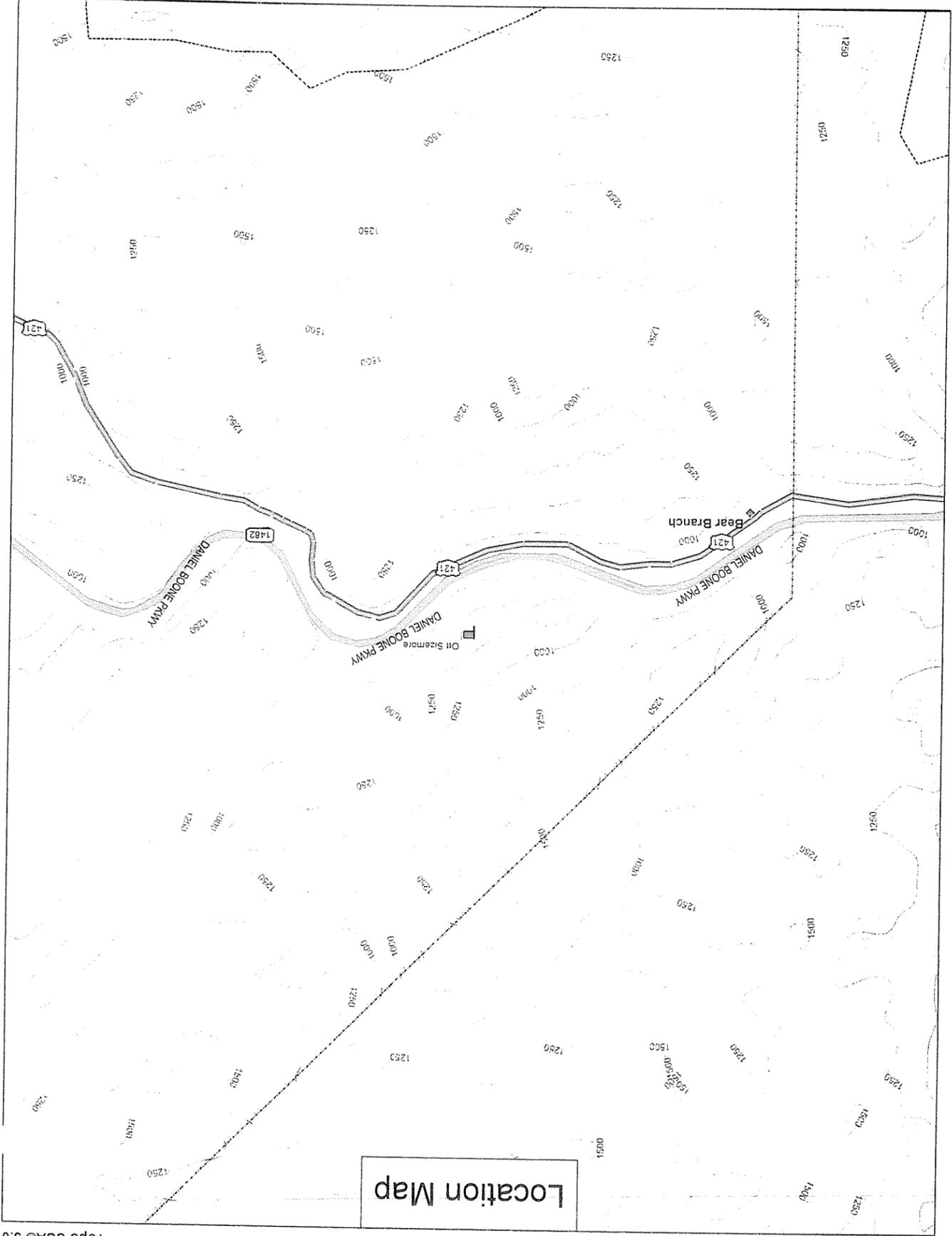
The Commission invites your comments regarding the proposed construction. You also have the right to intervene in this matter. The Commission must receive your initial communication within 20 days of the date of this letter as shown above.

Your comments and request for intervention should be addressed to: Executive Director's Office, Public Service Commission of Kentucky, P.O. Box 615, Frankfort, KY 40602. Please refer to Case No. 2008-00319 in your correspondence.

Sincerely,

A handwritten signature in cursive script that reads "Janice Robinson".

Janice Robinson
Technical Site Coordinator
Enclosure 1



Topo USA® 5.0



Location Map

Data use subject to license
© 2004 DeLorme Topo USA® 5.0
www.delorme.com

Scale 1" = 2343.8 ft
Data Zoom 12-7

WENDELL R. HOLMES, P.G.

120 Church Street
Whitesburg, KY 41858
(606) 438-7250

July 23, 2008

Ott Sizemore Tower Site

Purpose:

A site assessment was conducted for Appalachian Wireless on a tract of land located in Leslie County near Big Creek, Kentucky. The site of the proposed tower is now forestland. The purpose of this investigation was to determine the depth to bedrock and of what type of rock the bedrock consists.

Site Investigation:

The trenching method was used to determine the type of bedrock material at the proposed tower site. A Caterpillar excavator was used to expose the bedrock material. It is approximately 3.33 feet to the sandstone with shale bedrock. (See attached page for descriptions of materials encountered.) The terrain in Leslie County is moderately to very steep. The tower site is located on a point between Ulysses Creek and Big Creek, both being tributaries of the Red Bird River, approximately three tenths of a mile east of the confluence of Ulysses Creek and Big Creek in Leslie County. The sandstone with shale formation below the tower site is approximately 10.00 feet thick, based on the information obtained from the site investigation and geological maps of the area.

Conclusions:

The proposed tower site is located on a ridge in the area. The sandstone with shale bedrock on the proposed tower site is part of the Breathitt Formation, and is middle to lower Pennsylvanian in age. Tests were not conducted to determine the load-bearing strength of the bedrock. However, it is apparent that the tower will be constructed on the sandstone bedrock formation.

The field work for this site was performed by Wendell R. Holmes, using generally accepted methods in the practice of geological science.

Wendell R. Holmes



WENDELL R. HOLMES, P.G.

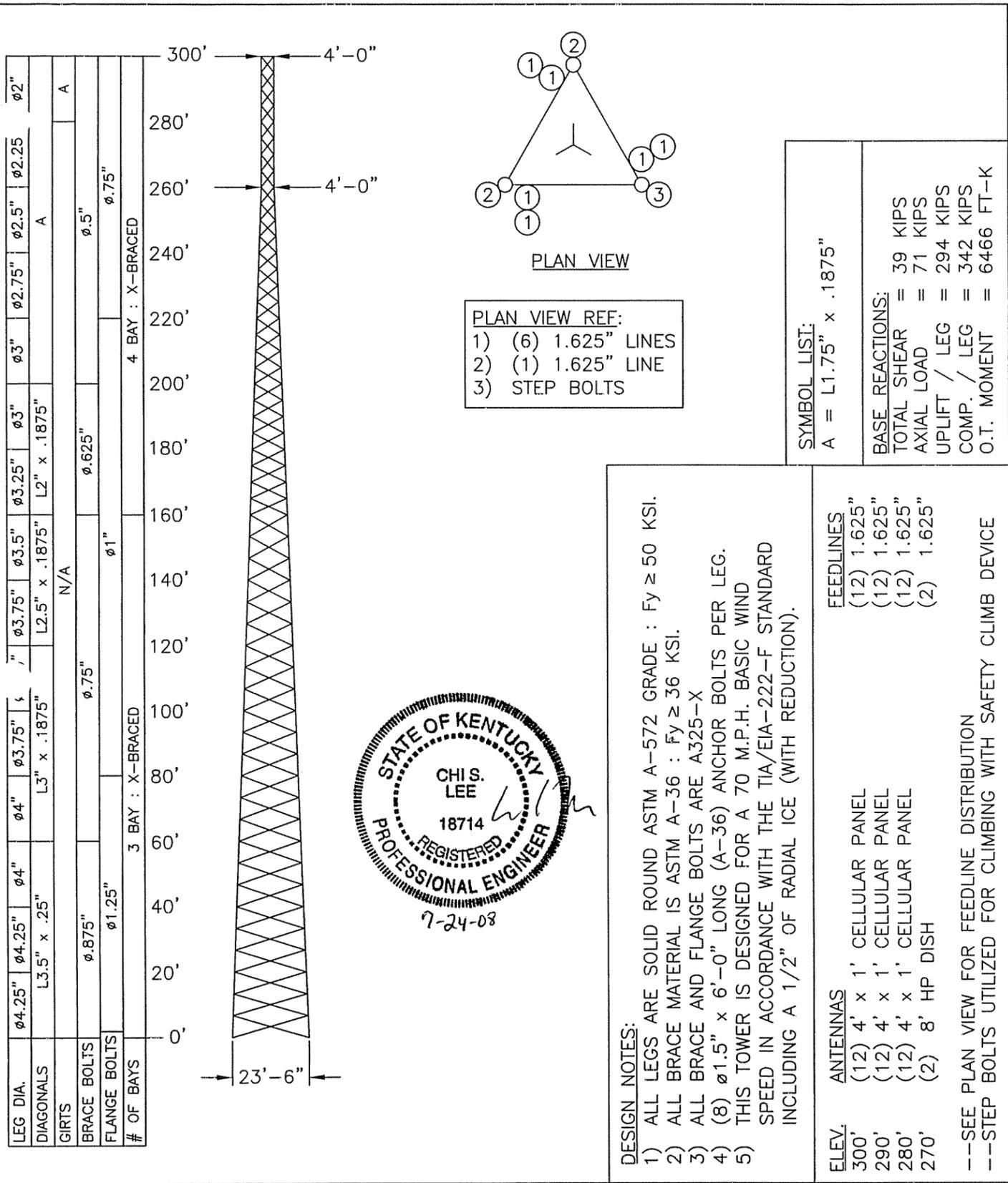
120 Church Street
Apartment 3
Whitesburg, Ky. 41858
(606)438-7250

Geologist Log

Location: Ott Sizemore Tower Site

Unit Thickness	Total depth	Strata	Description
3.33'	3.33'	Soil	Brown, Gray Clay with rock fragments
10.00'	13.33'	Sandstone w/Shale	Gray, Soft and Weathered

Kentucky Transportation Cabinet, Kentucky Airport Zoning Commission, 200 Mero Street, Frankfort, KY 40622 APPLICATION FOR PERMIT TO CONSTRUCT OR ALTER A STRUCTURE INSTRUCTIONS INCLUDED	Kentucky Aeronautical Study Number
1 APPLICANT -- Name, Address, Telephone, Fax, etc East Kentucky Network, LLC c/o Lukas, Nace, Gutierrez & Sachs, Chtd 1650 Tysons Blvd, Suite 1500 McLean, VA 22102 T: 703-584-8667 F: 703-584-8692	9. Latitude: <u>37</u> ° <u>10</u> ' <u>09</u> " <u>3</u> " 10 Longitude: <u>83</u> ° <u>31</u> ' <u>53</u> " <u>4</u> " 11 Datum: <input checked="" type="checkbox"/> NAD83 <input type="checkbox"/> NAD27 <input type="checkbox"/> Other _____ 12 Nearest Kentucky City: <u>Bear Branch</u> County <u>Leslie</u> 13 Nearest Kentucky public use or Military airport: <u>Wendell H Ford</u> 14 Distance from #13 to Structure: <u>21.2</u> mi 15 Direction from #13 to Structure: <u>SW</u> 16 Site Elevation (AMSL): <u>1,380.00</u> Feet 17 Total Structure Height (AGL): <u>315.00</u> Feet 18 Overall Height (#16 + #17) (AMSL): <u>1,695.00</u> Feet 19 Previous FAA and/or Kentucky Aeronautical Study Number(s): _____ 20 Description of Location: (Attach USGS 7.5 minute Quadrangle Map or an Airport layout Drawing with the precise site marked and any certified survey) Site is located approx 1.0 mi (1.6 km) ENE of Bear Branch (Leslie), KY
2 Representative of Applicant -- Name, Address, Telephone, Fax Ali Kuzehkanani Lukas, Nace, Gutierrez & Sachs, Chtd 1650 Tysons Blvd, Suite 1500 McLean, VA 22102 T: 703-584-8667 F: 703-584-8692	
3 Application for: <input checked="" type="checkbox"/> New Construction <input type="checkbox"/> Alteration <input type="checkbox"/> Existing 4 Duration: <input checked="" type="checkbox"/> Permanent <input type="checkbox"/> Temporary (Months _____ Days _____) 5 Work Schedule: Start <u>7/1/2008</u> End <u>7/15/2008</u> 6 Type: <input checked="" type="checkbox"/> Antenna Tower <input type="checkbox"/> Crane <input type="checkbox"/> Building <input type="checkbox"/> Power Line <input type="checkbox"/> Landfill <input type="checkbox"/> Water Tank <input type="checkbox"/> Other _____ Marking/Painting and/or Lighting Preferred: <input type="checkbox"/> Red Lights and Paint <input checked="" type="checkbox"/> Dual - Red & Medium Intensity White <input type="checkbox"/> White - Medium Intensity <input type="checkbox"/> Dual - Red & High Intensity White <input type="checkbox"/> White - High Intensity <input type="checkbox"/> Other _____ 8 FAA Aeronautical Study Number _____	
21 Description of Proposal: The structure will include a 300' tower with top-mounted antennas (overall height of 315' AGL) The ERP will be 500 watts	
22 Has a "NOTICE OF CONSTRUCTION OR ALTERATION" (FAA Form 7460-1) been filed with the Federal Aviation Administration? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. When <u>June 19, 2008</u>	
CERTIFICATION: I hereby certify that all the above statements made by me are true, complete and correct to the best of my knowledge and belief Ali Kuzehkanani/Dir of Engineering 6/19/2008 Printed Name and Title Signature Date	
PENALTIES: Persons failing to comply with Kentucky Revised Statutes (KRS 183.861 through 183.990) and Kentucky Administrative Regulations (602 KAR 050:Series) are liable for fines and/or imprisonment as set forth in KRS 183.990(3) Non-compliance with Federal Aviation Administration Regulations may result in further penalties	
Commission Action: <input type="checkbox"/> Chairman, KAZC <input type="checkbox"/> Administrator, KAZC <input type="checkbox"/> Approved <input type="checkbox"/> Disapproved _____ Date _____	



PLAN VIEW REF:
 1) (6) 1.625" LINES
 2) (1) 1.625" LINE
 3) STEP BOLTS

SYMBOL LIST:	
A	= L1.75" x .1875"
BASE REACTIONS:	
TOTAL SHEAR	= 39 KIPS
AXIAL LOAD	= 71 KIPS
UPLIFT / LEG	= 294 KIPS
COMP. / LEG	= 342 KIPS
O.T. MOMENT	= 6466 FT-K

DESIGN NOTES:

- 1) ALL LEGS ARE SOLID ROUND ASTM A-572 GRADE : Fy ≥ 50 KSI.
- 2) ALL BRACE MATERIAL IS ASTM A-36 : Fy ≥ 36 KSI.
- 3) ALL BRACE AND FLANGE BOLTS ARE A325-X
- 4) (8) ø1.5" x 6'-0" LONG (A-36) ANCHOR BOLTS PER LEG.
- 5) THIS TOWER IS DESIGNED FOR A 70 M.P.H. BASIC WIND SPEED IN ACCORDANCE WITH THE TIA/EIA-222-F STANDARD INCLUDING A 1/2" OF RADIAL ICE (WITH REDUCTION).

ELEV. FEEDLINES

300'	(12) 4' x 1' CELLULAR PANEL
290'	(12) 4' x 1' CELLULAR PANEL
280'	(12) 4' x 1' CELLULAR PANEL
270'	(2) 8' HP DISH

--SEE PLAN VIEW FOR FEEDLINE DISTRIBUTION
 ---STEP BOLTS UTILIZED FOR CLIMBING WITH SAFETY CLIMB DEVICE

<p>P.O. BOX 25 HENDERSON, KY 42419 PHONE: (270) 830-8512 FAX: (270) 830-8475</p>	SCALE: N.T.S.	PROPRIETARY STATEMENT: THIS DRAWING IS THE PROPERTY OF ALLSTATE TOWER CO. IT IS NOT TO BE REPRODUCED OR COPIED IN ANYWAY WITHOUT PRIOR WRITTEN CONSENT OF ALLSTATE TOWER CO.	
	TOLERANCE BANDS: ALL DIMENSIONS ARE ±1/16" ALL ANGULAR DIM ARE ±1/2° UNLESS OTHERWISE NOTED	CUSTOMER: APPALACHIAN WIRELESS	DRAWN BY: J.B.
	APPROX. WEIGHT: 50.94 KIPS	DESCRIPTION: 300' SELF SUPPORT TOWER	DATE: 07/23/2008
	PROPOSAL #: AB1708 - SELF SUPPORT TOWER	LOCATION: LESLIE COUNTY, KY.	REV: REV. NO.
		SITE: BEAR BRANCH	REV. DATE: REV. DATE
		JOB NO. AF40852 SHEET A	



P.O. BOX 25
 HENDERSON, KY 42419
 PHONE: (270) 830-8512
 FAX: (270) 830-8475

SCALE:
 N.T.S.
 TOLERANCE BANDS
 ALL DIMENSIONS ARE ±1/16"
 ALL ANGULAR DIM ARE ±1/2° UNLESS OTHERWISE NOTED

PROPRIETARY STATEMENT: THIS DRAWING IS THE PROPERTY OF ALLSTATE TOWER CO. IT IS NOT TO BE REPRODUCED OR COPIED IN ANYWAY WITHOUT PRIOR WRITTEN CONSENT OF ALLSTATE TOWER CO.

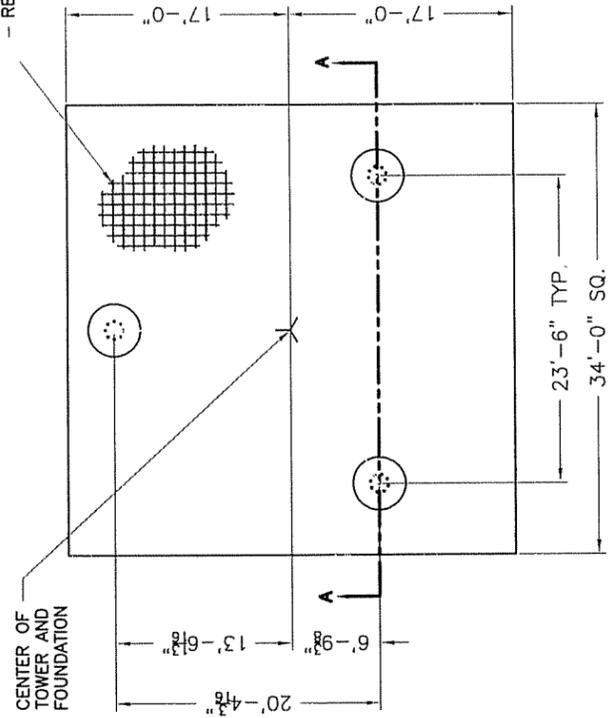
CUSTOMER:	APPALACHIAN WIRELESS	DRAWN BY:	J.B.
DESCRIPTION:	PAD/PIER FOUNDATION DESIGN	DATE:	07/23/2008
LOCATION:	LESLIE COUNTY, KY.	REV:	REV. NO.
SITE:	BEAR BRANCH	REV. DATE:	REV. DATE
APPROX. WEIGHT	PROPOSAL #	JOB NO.	SHEET
N/A	AB1708 - SELF SUPPORT TOWER	AF40852	B

FOUNDATION INSTALLATION/DESIGN NOTES:

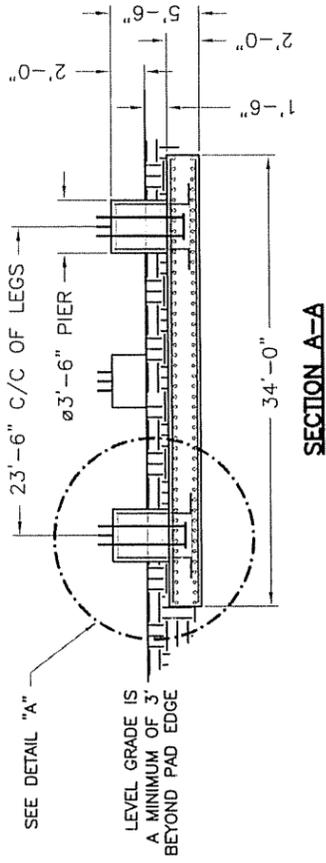
- THIS FOUNDATION IS DESIGNED TO MEET ALL STANDARDS SET FORTH BY ACI 318: AMERICAN CONCRETE INSTITUTE, BUILDING CODE REQUIREMENTS FOR STRUCTURAL CONCRETE, ANSI/TIA/EIA 222-F: STRUCTURAL STANDARDS FOR STEEL ANTENNA TOWERS AND ANTENNA SUPPORTING STRUCTURES.
- THIS FOUNDATION IS DESIGNED UTILIZING THE GEOTECHNICAL REPORT PERFORMED BY WENDELL R. HOLMES, P.G.; DATED 7-23-08. THE FOUNDATION CONTRACTOR SHALL INSTALL THE FOUNDATIONS IN ACCORDANCE WITH THE RECOMMENDATIONS OF THE GEOTECHNICAL REPORT.
- ALL WORK PERFORMED FROM THESE DRAWINGS SHOULD BE BY QUALIFIED CONTRACTORS EXPERIENCED IN TOWER FOUNDATION CONSTRUCTION.
- ALL FOOTING EXCAVATIONS SHALL BE MANUALLY CLEANED PRIOR TO PLACING CONCRETE. COMPACT THE EXPOSED SOIL SURFACE AND ANY GRANULAR FILL UNDER THE FOUNDATION TO 95% OF THE MODIFIED PROCTOR DENSITY.
- ALL CONCRETE SHALL HAVE A MINIMUM COMPRESSIVE STRENGTH OF 3000 PSI AFTER 28 DAYS. COPIES OF THE CONCRETE CYLINDER TEST REPORTS SHALL BE SENT TO THE RESIDENT ENGINEER / INSPECTOR.
- MINIMUM CONCRETE COVER FOR REINFORCING BARS SHALL BE 3". FIELD BENDING OR WELDING OF REINFORCING BARS IS NOT PERMITTED.
- PROVIDE CHAMFERS AT ALL EXPOSED CORNERS OF CONCRETE.
- BACKFILL NEAR AND AROUND THE FOUNDATIONS SHALL BE A WELL GRADED FILL MATERIAL PLACED IN 8" THICK LAYERS THAT HAS BEEN COMPACTED TO 95% OF THE MODIFIED PROCTOR DENSITY PER ASTM D1557.
- SOME DETAIL HAS BEEN PURPOSELY OMITTED TO CLARIFY ILLUSTRATION.

TOTAL VOLUME OF CONCRETE = 89-1/4 YD³

PLAN VIEW



REINFORCEMENT BAR MAT



SECTION A-A

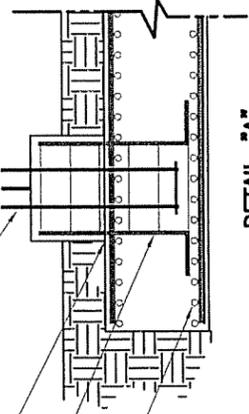
(8) ø1-1/2" X 6'-0" OVERALL LENGTH ANCHOR BOLTS W/ 3/4" THK BEARING PLATE AT THE BOTTOM OF THE ANCHOR BOLT CLUSTER (5' MIN. ANCHOR BOLT EMBEDMENT).

USE EPOXY BONDING AGENT WHEN POURED SEPERATELY

(10) #9 VERTICAL BARS w/ #4 TIES AT 12" ON CENTER

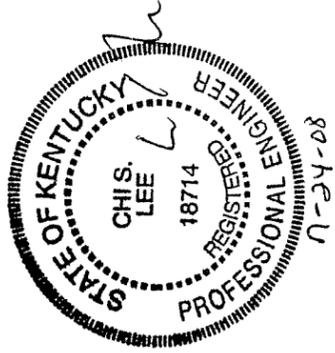
(39) #9 HORIZONTAL BARS x 33'-6" LONG EQUALLY SPACED EACH WAY AT TOP AND BOTTOM OF MAT. (TOTAL = 156)

DETAIL "A"



- REINFORCEMENT BAR SPlicing:**
- ALL LAP SPICES SHALL CONFORM TO ACI 318 REQUIREMENTS.
 - REFER TO CHART BELOW WHEN REINFORCEMENT BAR SPlicing IS NECESSARY.

REINFORCING BAR SIZE	LAP SPlice LENGTH
3	15"
4	17"
5	21"
6	26"
7	30"
8	36"
9	46"
10	58"
11	71"





Issued Date: 09/23/2008

Ali Kuzehkanani
East Kentucky Network, LLC
1650 Tysons Boulevard, Suite 1500
McLean, VA 22102

**** DETERMINATION OF NO HAZARD TO AIR NAVIGATION ****

The Federal Aviation Administration has conducted an aeronautical study under the provisions of 49 U.S.C., Section 44718 and if applicable Title 14 of the Code of Federal Regulations, part 77, concerning:

Structure: Tower Bear Branch
Location: Bear Branch, KY
Latitude: 37-10-09.30N NAD 83
Longitude: 83-31-53.40W
Heights: 315 feet above ground level (AGL)
1695 feet above mean sea level (AMSL)

This aeronautical study revealed that the structure does not exceed obstruction standards and would not be a hazard to air navigation provided the following condition(s), if any, is(are) met:

As a condition to this Determination, the structure is marked and/or lighted in accordance with FAA Advisory circular 70/7460-1 K Change 2, Obstruction Marking and Lighting, a med-dual system - Chapters 4,8(M-Dual),&12.

It is required that FAA Form 7460-2, Notice of Actual Construction or Alteration, be completed and returned to this office any time the project is abandoned or:

- At least 10 days prior to start of construction (7460-2, Part I)
 Within 5 days after the construction reaches its greatest height (7460-2, Part II)

While the structure does not constitute a hazard to air navigation, it would be located within or near a military training area and/or route.

This determination expires on 03/23/2010 unless:

- (a) extended, revised or terminated by the issuing office.
- (b) the construction is subject to the licensing authority of the Federal Communications Commission (FCC) and an application for a construction permit has been filed, as required by the FCC, within 6 months of the date of this determination. In such case, the determination expires on the date prescribed by the FCC for completion of construction, or the date the FCC denies the application.

NOTE: REQUEST FOR EXTENSION OF THE EFFECTIVE PERIOD OF THIS DETERMINATION MUST BE POSTMARKED OR DELIVERED TO THIS OFFICE AT LEAST 15 DAYS PRIOR TO THE EXPIRATION DATE.

This determination is based, in part, on the foregoing description which includes specific coordinates, heights, frequency(ies) and power. Any changes in coordinates, heights, and frequencies or use of greater power will void this determination. Any future construction or alteration, including increase to heights, power, or the addition of other transmitters, requires separate notice to the FAA.

This determination does include temporary construction equipment such as cranes, derricks, etc., which may be used during actual construction of the structure. However, this equipment shall not exceed the overall heights as indicated above. Equipment which has a height greater than the studied structure requires separate notice to the FAA.

This determination concerns the effect of this structure on the safe and efficient use of navigable airspace by aircraft and does not relieve the sponsor of compliance responsibilities relating to any law, ordinance, or regulation of any Federal, State, or local government body.

A copy of this determination will be forwarded to the Federal Communications Commission if the structure is subject to their licensing authority.

If we can be of further assistance, please contact our office at (770) 909-4370. On any future correspondence concerning this matter, please refer to Aeronautical Study Number 2008-ASO-3429-OE.

Signature Control No: 581613-103347313

(DNE)

Osar Perez
Specialist

Attachment(s)
Frequency Data

Frequency Data for ASN 2008-ASO-3429-OE

LOW FREQUENCY	HIGH FREQUENCY	FREQUENCY UNIT	ERP	ERP UNIT
806	824	MHz	500	W
824	849	MHz	500	W
851	866	MHz	500	W
869	894	MHz	500	W
896	901	MHz	500	W
901	902	MHz	7	W
930	931	MHz	3500	W
931	932	MHz	3500	W
932	932.5	MHz	17	dBW
935	940	MHz	1000	W
940	941	MHz	3500	W
1850	1910	MHz	1640	W
1930	1990	MHz	1640	W
2305	2310	MHz	2000	W
2345	2360	MHz	2000	W
1850	1860	MHz	500	W
1930	1940	MHz	500	W

EAST KENTUCKY NETWORK, LLC
DBA APPALACHIAN WIRELESS

FINANCIAL REPORT

December 31, 2006

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SUPPLEMENTARY INFORMATION	
Statement of income detail	15 and 16

INDEPENDENT AUDITOR'S REPORT

To the Members
East Kentucky Network, LLC
dba Appalachian Wireless
Ivel, Kentucky 41642

We have audited the accompanying balance sheets of East Kentucky Network, LLC, dba Appalachian Wireless as of December 31, 2006 and 2005 and the related statements of income, members' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of East Kentucky Network, LLC, dba Appalachian Wireless as of December 31, 2006 and 2005 and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Jones, Nale & Mattingly P.C.

Louisville, Kentucky
March 15, 2007

**EAST KENTUCKY NETWORK, LLC
DBA APPALACHIAN WIRELESS**

**BALANCE SHEETS
December 31, 2006 and 2005**

ASSETS	<u>2006</u>	<u>2005</u>
CURRENT ASSETS		
Cash and cash equivalents	\$ 2,818,346	\$ 1,046,669
Short-term investments	46,271	43,803
Accounts receivable, less allowance for doubtful accounts of \$567,790 in 2006 and \$375,856 in 2005	2,802,673	1,560,267
Accounts receivable, members (Notes 5 and 6)	37,612	3,149
USF receivable (Note 7)	--	589,913
Inventory	1,584,039	1,056,766
Prepaid expenses	<u>173,657</u>	<u>143,547</u>
Total current assets	<u>\$ 7,462,598</u>	<u>\$ 4,444,114</u>
 PROPERTY, PLANT AND EQUIPMENT (Note 3)		
Plant in service:		
General support	\$ 18,914,927	\$ 10,633,736
MTSO equipment	13,354,875	11,934,434
Cell equipment	39,339,797	34,785,982
Paging equipment	3,321,068	3,320,416
Fiber ring	6,471,128	6,245,412
Unfinished plant	<u>657,524</u>	<u>3,992,696</u>
	\$ 82,059,319	\$ 70,912,676
Less accumulated depreciation	<u>33,358,066</u>	<u>27,810,940</u>
	<u>\$ 48,701,253</u>	<u>\$ 43,101,736</u>
 OTHER ASSETS		
Investment in affiliated company, RTFC (Note 3)	\$ 862,394	\$ 875,133
Intangible assets, net of accumulated amortization of \$2,646,913 in 2006 and \$2,179,654 in 2005 (Note 2)	4,497,032	4,623,855
Other	<u>27,550</u>	<u>28,669</u>
	<u>\$ 5,386,976</u>	<u>\$ 5,527,657</u>
	<u>\$ 61,550,827</u>	<u>\$ 53,073,507</u>

The Notes to Financial Statements are an integral part of these statements.

EAST KENTUCKY NETWORK, LLC
DBA APPALACHIAN WIRELESS

STATEMENTS OF INCOME
Years Ended December 31, 2006 and 2005

	2006	2005
REVENUE		
Retail	\$ 24,156,320	\$ 20,908,570
Roamer	6,964,309	6,868,904
Long distance	155,046	177,350
Paging	852,011	1,039,429
Equipment sales, cellular	2,922,817	2,152,962
Equipment sales, paging	27,894	57,632
Other	3,065,078	2,359,809
Total revenue	\$ 38,143,475	\$ 33,564,656
EXPENSES		
Cost of cellular service	\$ 7,888,446	\$ 7,924,553
Cost of paging service	411,177	510,665
Cost of equipment sales, cellular	6,813,457	4,912,998
Cost of equipment sales, paging	58,755	78,428
Customer service	1,330,573	1,208,726
Billing	1,097,834	1,200,135
Selling	2,703,570	2,131,009
Maintenance	1,267,034	1,042,844
Utilities	454,008	354,870
Bad debts	800,268	672,263
Recovery of bad debts	(90,925)	(120,673)
Cell site rental	158,500	135,012
Taxes	565,271	257,247
Advertising	1,574,298	1,139,697
General and administrative	2,238,348	2,249,226
Occupancy	334,981	359,928
Depreciation	5,541,628	4,635,200
Amortization	508,526	495,241
Total expenses	\$ 33,655,749	\$ 29,187,369
Income from operations	\$ 4,487,726	\$ 4,377,287
OTHER INCOME (EXPENSE)		
Interest income	\$ 49,052	\$ 23,915
Interest expense	(821,277)	(795,898)
Universal Service Fund income (Note 7)	3,716,602	589,913
Impairment of goodwill (Note 8)	--	(331,286)
	\$ 2,944,377	\$ (513,356)
Income before taxes	\$ 7,432,103	\$ 3,863,931
Kentucky corporation tax expense	399,157	170,197
Net income	\$ 7,032,946	\$ 3,693,734

The Notes to Financial Statements are an integral part of these statements.

**EAST KENTUCKY NETWORK, LLC
DBA APPALACHIAN WIRELESS**

**STATEMENTS OF MEMBERS' EQUITY
Years Ended December 31, 2006 and 2005**

	Cellular Services, Inc.	Gearhart Communi- cations Company, Inc.	Mountain Tele- communi- cations, Inc.	Thacker- Grigsby Telephone Co., Inc.	Peoples Rural Telephone Coop- erative Corp- oration, Inc.	Total
Balance, January 1, 2005	\$ 6,781,309	\$ 6,781,309	\$ 6,781,309	\$ 6,781,309	\$ 6,781,308	\$33,906,544
Net income	738,747	738,747	738,747	738,746	738,747	3,693,734
Capital distributions	(112,287)	(112,287)	(112,287)	(112,287)	(112,287)	(561,435)
Balance, December 31, 2005	<u>\$ 7,407,769</u>	<u>\$ 7,407,769</u>	<u>\$ 7,407,769</u>	<u>\$ 7,407,768</u>	<u>\$ 7,407,768</u>	<u>\$37,038,843</u>
Net income	1,406,589	1,406,589	1,406,589	1,406,590	1,406,589	7,032,946
Capital distributions	(110,812)	(110,812)	(110,812)	(110,812)	(110,812)	(554,060)
Balance, December 31, 2006	<u>\$ 8,703,546</u>	<u>\$ 8,703,546</u>	<u>\$ 8,703,546</u>	<u>\$ 8,703,546</u>	<u>\$ 8,703,545</u>	<u>\$43,517,729</u>

The Notes to Financial Statements are an integral part of these statements.

EAST KENTUCKY NETWORK, LLC
DBA APPALACHIAN WIRELESS

STATEMENTS OF CASH FLOWS
Years Ended December 31, 2006 and 2005

	<u>2006</u>	<u>2005</u>
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 7,032,946	\$ 3,693,734
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	5,541,628	4,635,200
Amortization	508,526	495,241
Impairment of goodwill	--	331,286
Changes in assets and liabilities, net of the effects of investing and financing activities:		
(Increase) in accounts receivable	(1,242,406)	(78,367)
Decrease in accounts receivable, members	(34,463)	51,248
(Increase) decrease in USF receivable	589,913	(589,913)
(Increase) in inventory	(527,273)	(230,130)
(Increase) decrease in prepaid expenses	(30,110)	5,012
(Increase) decrease in other assets	13,858	(646)
Increase (decrease) in accounts payable	315,266	(291,123)
Increase (decrease) in accounts payable, member	(37)	2,332
Increase in accrued expenses	656,067	339,038
Increase in accrued state corporation taxes	146,168	85,989
Increase in customer deposits	26,223	139,030
Net cash provided by operating activities	<u>\$ 12,996,306</u>	<u>\$ 8,587,931</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	\$ (11,182,411)	\$ (11,469,668)
Purchase of intangible assets	(340,437)	(299,159)
Proceeds from sale of short-term investments	(2,468)	56,197
Net cash (used in) investing activities	<u>\$ (11,525,316)</u>	<u>\$ (11,712,630)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Capital distributions	\$ (554,060)	\$ (561,435)
Proceeds from long-term borrowings	14,200,000	3,450,000
Payments on long-term borrowings	(13,345,253)	(832,731)
Net cash provided by financing activities	<u>\$ 300,687</u>	<u>\$ 2,055,834</u>
Net increase (decrease) in cash and cash equivalents	\$ 1,771,677	\$ (1,068,865)
Cash and cash equivalents:		
Beginning	<u>1,046,669</u>	<u>2,115,534</u>
Ending	<u>\$ 2,818,346</u>	<u>\$ 1,046,669</u>

The Notes to Financial Statements are an integral part of these statements.

EAST KENTUCKY NETWORK, LLC
DBA APPALACHIAN WIRELESS

STATEMENTS OF CASH FLOWS (Continued)
Years Ended December 31, 2006 and 2005

	2006	2005
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Cash payments for interest	\$ 866,941	\$ 788,610
Cash payments for state corporation taxes	\$ 167,000	\$ 84,207
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES		
Settlement of note payable from impairment of goodwill	\$ --	\$ 400,000
Settlement of accrued interest from impairment of goodwill	\$ --	\$ 56,000

The Notes to Financial Statements are an integral part of these statements.

EAST KENTUCKY NETWORK, LLC
DBA APPALACHIAN WIRELESS

NOTES TO FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies

Nature of operations

East Kentucky Network, LLC, dba Appalachian Wireless, is a Kentucky limited liability company formed by the merger of Appalachian Cellular, LLC, Mountaineer Cellular, LLC and East Kentucky Network, LLC on January 1, 2000. The Company is engaged in cellular telephone communications and paging services to residential and commercial customers located in eastern Kentucky. The Company's five members consist of Cellular Services, Inc.; Gearheart Communications Company, Inc.; Mountain Telecommunications, Inc.; Peoples Rural Telephone Cooperative Corporation, Inc.; and Thacker-Grigsby Telephone Co., Inc.

Cash

The Company maintains its cash balances, which exceed the \$100,000 federally insured limit, with several financial institutions. These financial institutions have strong credit ratings and management believes that credit risk related to the accounts is minimal.

Cash equivalents

For purposes of the statement of cash flows, the Company considers temporary investments having a maturity of three months or less to be cash equivalents.

Short-term investments

Certificates of deposit having original maturities between three and nine months are classified as short-term investments, are carried at cost, which approximates fair value, and are held to maturity.

Inventory

Inventory is composed of cellular telephone equipment, paging equipment, and accessories purchased for resale during the ordinary course of business. The inventory is valued at the lower of cost or market, cost being determined by the first-in, first-out (FIFO) method.

Property, plant and equipment

Property, plant and equipment are recorded at cost. Depreciation is provided using the straight-line method over the estimated useful lives of the assets.

Investment

The investment in affiliated company is composed of equity certificates in Rural Telephone Finance Cooperative and is reported at cost, which approximates fair value.

NOTES TO FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies (Continued)

Intangible assets

The customer lists, non-compete agreements, FCC licenses, and use of name are recorded at cost and are being amortized over 15 years by the straight-line method. The excess cost over the fair value of the net assets acquired (goodwill) related to paging acquisitions is measured for impairment on an annual basis, and written down, if necessary, to its estimated value at that time. During the prior year, the Company expensed the remaining balance of goodwill as an impairment (see Note 8).

Recognition of revenue

Cellular service and paging revenues are recognized when earned. Monthly access and feature charges are billed one month in advance and recognized as revenue the following month. Revenue from telephone and accessories sold are recognized as revenue upon delivery to the customer.

Advertising

Advertising costs are expensed as incurred. At December 31, 2006 and 2005, these costs were \$1,574,298 and \$1,139,697, respectively.

Income taxes

Under existing provisions of the Internal Revenue Code, the income or loss of a limited liability company is recognized by the members for income tax purposes. Accordingly, no provision for federal income taxes has been provided for in the accompanying financial statements. Effective for years beginning on or after January 1, 2005, the State of Kentucky enacted legislation which now provides for the taxation of limited liability companies' at the entity level. The accompanying financial statements include the related state tax liability under the new regulations.

Use of estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses.

NOTES TO FINANCIAL STATEMENTS

Note 2. Intangible Assets

Intangible assets consist of the following at December 31, 2006:

	<u>Gross Amount</u>	<u>Accumulated Amortization</u>
Customer lists	\$ 5,363,530	\$ (2,152,951)
Non-compete agreements	220,348	(121,577)
FCC licenses	1,141,593	(330,542)
Use of name	10,000	(4,334)
Other	408,474	(37,509)
	<u>\$ 7,143,945</u>	<u>\$ (2,646,913)</u>

Intangible assets consist of the following at December 31, 2005:

	<u>Gross Amount</u>	<u>Accumulated Amortization</u>
Customer lists	\$ 5,363,530	\$ (1,795,634)
Non-compete agreements	220,348	(106,898)
FCC licenses	1,141,593	(264,446)
Use of name	10,000	(3,668)
Other	68,038	(9,008)
	<u>\$ 6,803,509</u>	<u>\$ (2,179,654)</u>

Aggregate amortization expense related to these intangible assets for the years ended December 31, 2006 and 2005 totaled \$467,259 and \$437,982, respectively. The following represents the total estimated amortization of intangible assets for each of the succeeding five years:

Year ending December 31:

2006	\$ 450,000
2007	450,000
2008	450,000
2009	450,000
2010	450,000

NOTES TO FINANCIAL STATEMENTS

Note 3. Long-Term Debt

Long-term debt consists of the following at December 31:

	2006	2005
Note payable, Fifth Third Bank (a)		
Dated 02/28/06, variable rate		
(5.41% at 12/31/06)	\$ 14,200,000	\$ --
Notes payable, RTFC (b)		
Dated 11/13/97, variable rate		
Paid in full 03/01/06	--	194,957
Dated 11/13/97, variable rate		
Paid in full 03/01/06	--	899,406
Dated 11/13/97, fixed rate		
Paid in full 03/01/06	--	727,521
Dated 12/31/98, fixed rate		
Paid in full 03/01/06	--	618,521
Dated 02/13/01, variable rate		
Paid in full 03/01/06	--	786,457
Dated 02/13/01, variable rate		
Paid in full 03/01/06	--	932,200
Dated 07/27/01, variable rate		
Paid in full 03/01/06	--	2,845,311
Lines of Credit, RTFC		
Line of credit, variable rate (c)		
Paid in full 03/01/06	--	5,000,000
Line of credit, variable rate (d)		
Paid in full 03/01/06	--	1,750,000
Line of Credit, Fifth Third Bank (e)		
Due 03/28/08, variable rate	--	--
(5.41% at 12/31/06)		
	\$ --	\$ 13,754,373

(a) On February 28, 2006, the Company borrowed \$14,200,000 to restructure its debt. The note is payable in 10 annual installments of \$1,200,000 for 2007, \$1,400,000 for 2008 through 2012, and \$1,500,000 for 2013 through 2016, with a variable interest rate. The note is collateralized by the assets of the Company.

(b) The notes payable to Rural Telephone Finance Cooperative (RTFC) were secured by mortgage and security agreements that include substantially all of the assets of the Company. In addition, the Company was required to purchase equity certificates in RTFC equal to 5% of the total amounts borrowed. The notes were payable in quarterly installments over 15 years with interest at variable or fixed rates set by RTFC. The notes were paid in full on March 1, 2006.

NOTES TO FINANCIAL STATEMENTS

Note 3. Long-Term Debt (Continued)

- (c) The line of credit agreement with RTFC provided for borrowings up to \$5,000,000. The agreement carried an interest rate at prime, plus one and one-half percent, was unsecured and was renewed June 28, 2004 for 24 months. The line of credit was paid in full on March 1, 2006.
- (d) The line of credit agreement with RTFC provided for borrowings up to \$2,000,000. The agreement carried an interest rate at prime, plus one and one-half percent, was unsecured and due May 16, 2006. The line of credit was paid in full on March 1, 2006.
- (e) The line of credit agreement with Fifth Third Bank provides for borrowing up to \$3,000,000. The agreement carries a variable interest rate, is secured by certain assets of the company, and is due March 28, 2008.

Approximate maturities or payments required on principal under note payable agreements for each of the succeeding five years are as follows:

Year ending December 31:	
2006	\$ 1,200,000
2007	1,400,000
2008	1,400,000
2009	1,400,000
2010	1,400,000

Note 4. Retirement Plans

The Company has a 401(k) plan for qualifying employees who have reached twenty-one years of age. Eligible employees are allowed to invest up to 15% of their compensation and the Company has agreed to match 100% of the first 3% of the employees' contribution and 50% of the employees' contribution between 3% and 5%. The Company contributed \$73,607 and \$67,460 matching funds for its 401(k) plan during the years ended December 31, 2006 and 2005, respectively.

The Company also offers an employer sponsored retirement savings plan for qualified employees who have reached twenty-one years of age. The Company has agreed to contribute 9% of the eligible employee's compensation, plus an additional 5% of the original contribution.

The Company contributed \$259,859 and \$221,669 to its retirement savings plan during the years ended December 31, 2006 and 2005, respectively.

NOTES TO FINANCIAL STATEMENTS

Note 5. Related Party Transactions

The Company shares personnel with one of its members. The Company paid \$114,996 and \$132,681 for shared personnel during the years ended December 31, 2006 and 2005 respectively. The Company also leased offices and warehouse space from two members. The leases are for an unspecified length of time. The monthly lease payments total approximately \$7,000. In addition, the Company incurred interconnection and telephone charges from its members aggregating \$752,095 and \$786,283 for the years ended December 31, 2006 and 2005, respectively.

The Company leases two cellular tower sites from the officers and majority shareholders of a member for \$100 per month for each site. The leases are for an unspecified length of time. In addition, the Company leases two other sites from a company owned by this member for \$600 each on a month to month basis.

The Company leases cellular tower sites from the parent company of one of its other members for \$1,039 per month. The leases are for five years with options to renew.

The Company pays commissions to two of its members for phone sales to customers. The amount of commissions paid to related parties was \$45,484 and \$43,873 for 2006 and 2005 respectively.

Note 6. Operating Leases

The Company has entered into operating leases with its members and other customers to provide fiber optic transmission capacity and ancillary services. The terms of these leases are for 15 years.

Total rental income earned from these operating lease commitments included in the statements of income were \$1,130,809 and \$1,254,902 for the years ended December 31, 2006 and 2005, respectively. Rental income earned from the Company's members from these leases was \$631,789 and \$713,599 for the years ended December 31, 2006 and 2005, respectively.

Investments in operating leases are as follows at December 31:

	<u>2006</u>	<u>2005</u>
Fiber ring	\$ 6,471,128	\$ 6,245,412
Accumulated depreciation	<u>(982,379)</u>	<u>(773,028)</u>
	<u>\$ 5,488,749</u>	<u>\$ 5,472,384</u>

The future minimum rental payments expected to be received under these lease agreements for each of the succeeding five years are approximately \$700,000 each year based upon new contracts negotiated during 2005.

NOTES TO FINANCIAL STATEMENTS

Note 6. Operating Leases (Continued)

The Company has also entered into lease agreements with its members to obtain fiber optic transmission and digital microwave transmission services. The terms of these leases are for 15 years.

Rental expenses incurred under these operating lease commitments included in the statements of income were \$194,083 and \$33,329 for the years ended December 31, 2006 and 2005, respectively. The future minimum lease payments required under these lease agreements for each of the succeeding five years are \$115,734 each year.

Note 7. Eligible Telecommunication Carrier

During the prior year, the Company was granted Eligible Telecommunication Carrier (ETC) status by the Kentucky Public Service Commission. As an ETC, the Company receives funding from the federal Universal Service Fund (USF) to support the high cost of providing local telephone service in rural areas. USF payments amounted to \$3,716,602 and \$589,913 for 2006 and 2005 respectively.

Note 8. Impairment of Goodwill

During 2005, the Company completed its annual valuation of the acquired goodwill related to paging acquisitions. Pursuant to the valuation, the Company expensed the remaining balance of goodwill. In management's judgment, the underlying assets associated with the goodwill were determined to be of substantially less value than the amount originally paid. The Company disputed the amount based upon the estimated current market value of the purchased customer lists, which approximates the current amortized book value. Accordingly, the entire balance of the remaining note payable issued as part of the acquisitions, along with the related accrued interest, has been written off due to the impairment of goodwill.

The following is a summary of the impairment of goodwill expense included in the financial statements for the year ended December 31, 2005:

Goodwill	\$ 787,286
Note payable	(400,000)
Accrued interest	(56,000)
	\$ 331,286

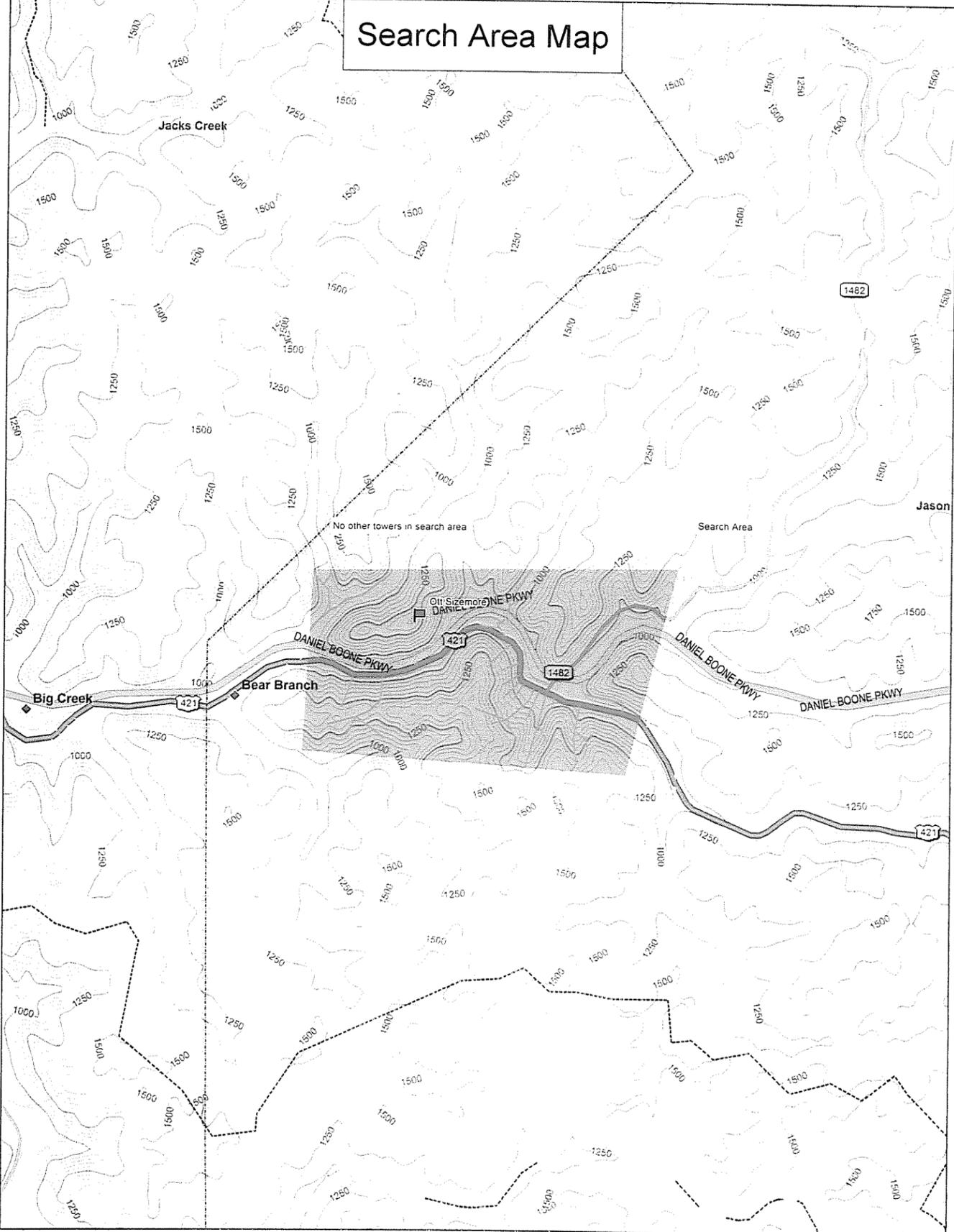
Directions to Bear Branch

From the Courthouse in Hyden Kentucky Take route 421 west 11.1 miles to Chandler Creek Rd. Turn right onto Chandler Creek Rd. and continue for .1 miles to Tractor Ln. Turn Right onto Tractor Ln. and continue for .2 miles to Gravel road on Left. Turn Left onto Gravel Rd. and go 1.2 miles gravel road stops at tower site.

Directions were written by,

Marty Thacker
Appalachian Wireless
606-438-2355 Ext. 111 (office)
606-634-9505 (cell phone)
m.thacker@tgtel.com (email)

Search Area Map



**DECLARATION AND GRANT OF PERPETUAL EASEMENT/LEASE
AND RIGHT OF WAY**

This declaration and grant of perpetual easement/lease and right of way made and entered into on this the 14th day of May, 2008, by Ottis Sizemore, P.O. Box 47 Bear Branch, KY 41614 Grantor, and East Kentucky Network, LLC, d/b/a Appalachian Wireless, 101 Technology Trail, Ivel, Kentucky 41642, Grantee;

Whereas, the Grantor is the owner of that certain tract of land located in Leslie County, Kentucky, as more particularly described in a deed of conveyance from Jim Sizemore and Hallie Sizemore, by deed dated March 26, 1965, and recorded in Deed Book 66, at page 239, records of the Leslie County Court Clerk's Office, Leslie County, Kentucky.

Whereas, Grantor and Grantee have, for a valuable consideration as set out hereinafter agreed to the declaration and grant of a perpetual easement and lease for a portion of the property and a right of way in favor of the grantee, its successors and assigns, for a portion of the property all of which is described by meets and bounds in the description attached hereto for a tower site and made a part hereof as Exhibit "A" and shown on the Plat dated the 7th day of February, 2008, prepared by James W. Cardiff, LLS, and the right of way as attached hereto and made a part hereof as Exhibit "B", said property being hereinafter referred to collectively as the "premises", together with certain nonexclusive easements and right of ways as set out hereinafter;

Now therefore, for and in consideration of the sum of Fifteen Thousand (\$15,000.00) Dollars, the receipt and sufficiency of which is hereby acknowledged, the Grantor does hereby grant and convey unto Grantee, its successors and assigns, the perpetual and exclusive right, easement and lease to use the premises as described as Exhibit "A" and for an additional Fifteen Thousand (\$15,000.00) Dollars, the right of way shown upon the Plat (as Exhibit "B"), and respectively

attached hereto and made a part hereof, for the purpose of constructing buildings, towers, guy lines, anchors and other related facilities, including but not limited to telephone lines, coaxial lines, power lines and the installation of any and all other equipment deemed necessary by Grantee to receive and transmit any and all electronic signals from the rural service area now or hereafter to be served by the facilities. The parties hereto recognize that technology in the communications field is advancing at a rapid rate and this site may be used for any other purpose now in the development stage or which may later be developed in the communications industry to carry out the objectives of Grantee, that being to transmit and receive signals and communications by wire, fiber optics, radio and satellite, in connection with Grantee's business.

Additionally, for the consideration aforesaid, Grantor grants and conveys to Grantee, the nonexclusive easement and right of way for ingress and egress by any method, whether pedestrian or motorized vehicles of all types and descriptions, including any and all roads now existing on the remaining property of the Grantor together with the right, privilege and easement to reconstruct or relocate a roadway or easement as described herein. The road shall be constructed in a manner which allows loaded concrete trucks to travel to the tower site. Culverts will be sized and placed in accordance without Appalachian Wireless' engineers requirements. The roadway width shall be a minimum of twelve (12) feet. A ditch shall be constructed along the roadway. A stable slope above the roadway shall be formed. A minimum two (2) feet high berm shall be constructed on the outside edge of the roadway.

Any rock excavation for the tower site or roadway will be done by Appalachian Wireless engineers. The tower site area itself will be graded flat. It shall be at least eight (80) feet long and sixty (60) feet wide.

Gravel will be provided by Appalachian Wireless, but will be placed on the road by Grantor as incidental to the road construction. The culverts will be provided by Appalachian Wireless, but will be placed on the road by Grantor as incidental to the road construction.

As to the Fifteen Thousand (\$15,000.00) Dollars consideration for the road right of way, Grantor may choose to be paid one-half (½) of the sum when the road is half or more completed with the other half being due when the road is completed to the satisfaction of Coleman Engineers. Otherwise, the consideration for the road right of way will be paid in full at the satisfactory completion of the road.

It is understood that the easements and right of ways granted above whether exclusive or non-exclusive, as applicable, are perpetual in nature. The Grantee, may in its sole and exclusive judgment determine in time that the premises are no longer needed in connection with Grantee's business, and shall have the sole right to surrender the perpetual easements and right of ways granted herein upon sixty (60) days written notice of such intention to Grantor and thereafter shall have one hundred eighty (180) days within which to remove any and all of its buildings, equipment or facilities constructed upon the premises with the premises thereafter reverting to Grantor.

Grantor warrants generally the title to the premises, rights, easements and privileges granted herein. Grantor further covenants that it will not and shall not use the remainder of the property of Grantor of which this grant of easement and right of way is a part for the construction, installation or operation of any wireless communications facilities which will unreasonably interfere with Grantee's communications facility.

This grant and exhibits attached hereto constitute the entire agreement between the parties. Any oral or implied agreements or representations are incorporated into this agreement and will be

of no additional or binding effect upon or between the parties hereto.

This instrument shall be interpreted under the laws of the Commonwealth of Kentucky.

The terms, covenants, and provisions of this instrument shall be binding upon the parties hereto, their respective executors, administrators, heirs, successors and assigns.

Grantee shall pay all personal property taxes assessed on or attributable to equipment used by Grantee on the premises. Grantor shall pay when due all real property taxes and other fees and assessments attributable to the premises. Grantee shall reimburse the grantor as additional compensation for any increase in the real estate taxes levied against the Grantor (or its successors or assigns) which are attributable to or arise as a result of the improvements constructed by the Grantee, its successors or assigns.

Grantee shall indemnify and save harmless the Grantor for any liability by virtue of Grantee's activities upon the premises or in the exercise of any of the rights, privileges and rights of way granted herein, including but not limited to any claim, loss, fine, penalty and costs (including reasonable attorney fees) arising out of any violation of any environmental law or regulations. This provision shall survive the termination of this grant of easement.

All notices, demands or other writings provided to be given, made or sent hereunder, shall be deemed to have been given when made in writing and deposited in the United States mail, certified and postage prepaid, to Grantor and Grantee at the addresses stated in the caption of this grant, unless addresses have been changed by written notice given by either party.

In Testimony Whereof, the parties have affixed their signatures on this the day and year aforesaid.

GRANTOR:

Ottis Sizemore
OTTIS SIZEMORE

GRANTEE:

EAST KENTUCKY NETWORK, LLC
d/b/a APPALACHIAN WIRELESS

BY: Gerald F. Robinette

ITS: GENERAL MANAGER

STATE OF KENTUCKY

COUNTY OF LESLIE

Subscribed and sworn to before me by Ottis Sizemore as his true act and deed on this the 14th day of ~~April~~ may, 2008.

My commission expires: Oct: 22, 2009

Dennis Shepherd
NOTARY PUBLIC, STATE AT LARGE

STATE OF KENTUCKY

COUNTY OF Floyd

Subscribed and sworn to before me by Gerald F. Robinette on behalf of East Kentucky Network, LLC, d/b/a Appalachian Wireless as its true act and deed on this the 22 day of ~~April~~ may, 2008.

My commission expires: Oct: 22-2009

Dennis Shepherd
NOTARY PUBLIC, STATE AT LARGE

THIS INSTRUMENT WAS PREPARED BY:

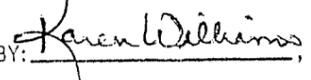


HON. PHILLIP LEWIS
P.O. BOX 915
HYDEN, KENTUCKY 41749
(606) 672-2372

C:\Documents\Deeds, etc\Contracts\Appalachian Wireless-Perpetual Easement.wpd

STATE OF KENTUCKY
COUNTY OF LESLIE

I, JAMES LEWIS, CLERK OF THE COUNTY AND
STATE AFORESAID, DO HEREBY CERTIFY THAT THE
FOREGOING LEASE/ROW WAS, ON THE 23RD
DAY OF MAY 2008, LODGED IN
MY OFFICE FOR RECORD, AND THAT IT, THE
FOREGOING AND THIS CERTIFICATION HAVE BEEN
DULY RECORDED IN MY SAID OFFICE IN LEASE
BOOK NO. 73, PAGE 353
WITNESS MY HAND THIS 23 DAY OF MAY
2008.

JAMES LEWIS CLERK
BY: , D.C.

**DEED DESCRIPTION
FOR SUB DIVISION OF
Property of
Ottis & Corene Sizemore
P.O. Box 47, Bear Br, KY 41714
Near highway Daniel Boon Parkway
Big Creek in Leslie County
February 7, 2008**

A portion of the property lying within the tract of land located Big Creek off Redbird River in Leslie County Kentucky, near the community of Bear Br. Being a part of property conveyed by deed from the Jim & Hallie Sizemore to Ottis Sizemore & Corene Sizemore and recorded in Deed Book 66 Page 239 of the Leslie County Court House.

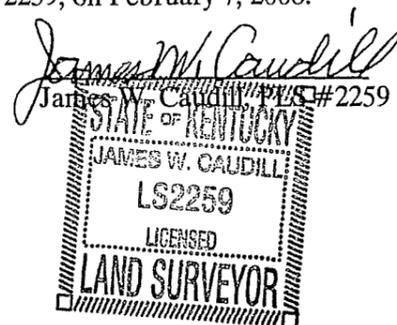
Lot #A1

Unless stated otherwise, any monument referred to herein as "set iron pin with cap" is a set ½" diameter rebar, at least eighteen (18") in length, with a plastic cap stamped "LS-2259". All bearings stated herein are referred to the NAD83 KY South State Plane north. This survey performed by James W. Caudill, LS2259, on February 7, 2008.

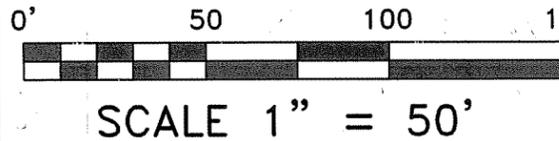
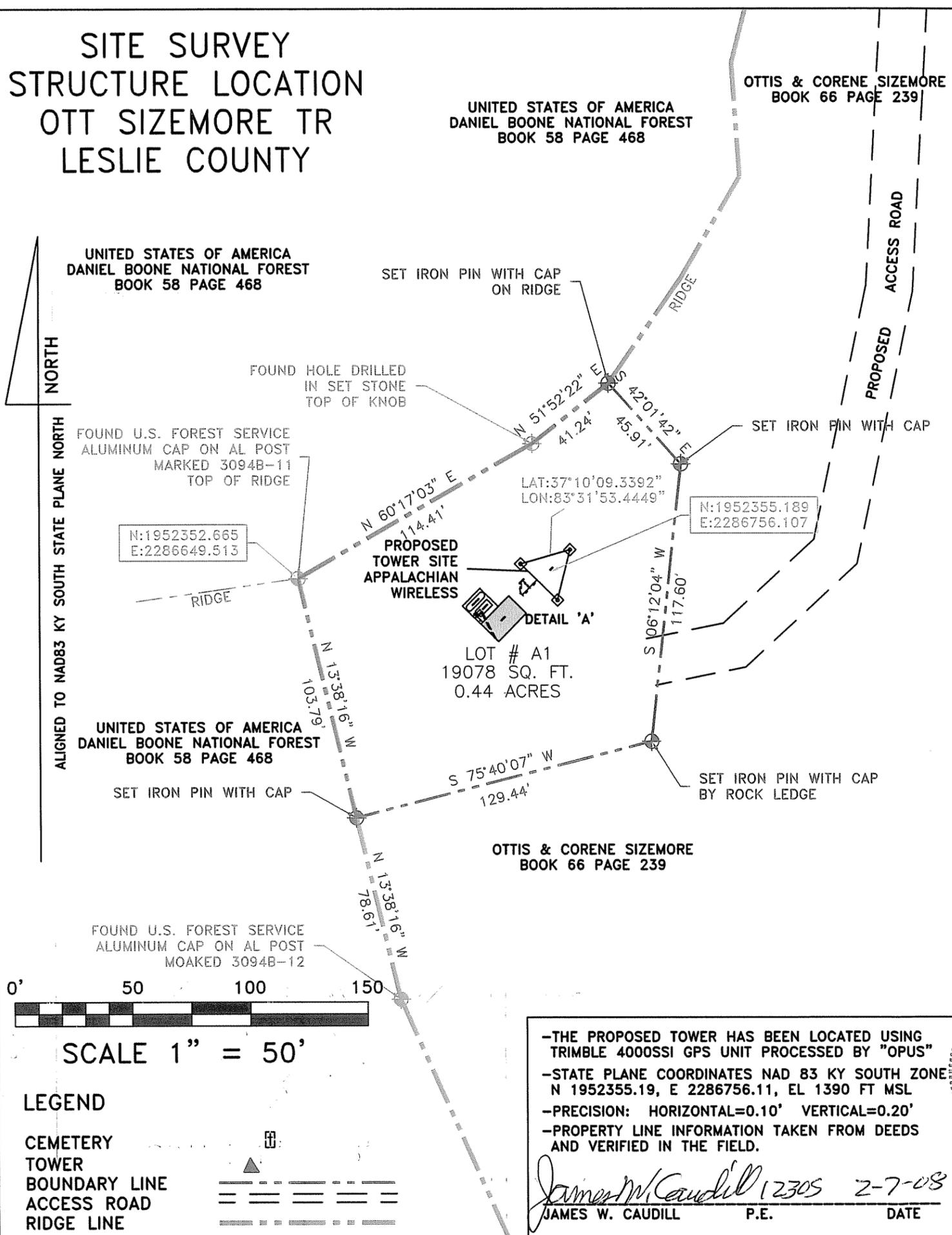
Beginning on a found U.S. Forest Service aluminum cap marked 3094b-11 on an aluminum post set on the ridge between Big Creek and Ulysses Creek, said point having a NAD83 KY south state plane coordinate of [N:1952352.665, E:2286649.513] (deed book 58 pages 468 and deed book 64 page 267); thence running with the line of the United States of America, Daniel Boone National Forest North 60 deg 17 min 03 sec East, 114.41 feet to a found hole drilled in set stone on top of a knob, North 51 deg 52 min 22 sec East, 41.24 feet to a set iron pin with cap set on ridge; thence leaving the line of the U.S. of A. and the ridge and severing the land of Ottis Sizemore (Book 66 page 239) South 42 deg 01 min 42 sec East, 45.91 feet to a set iron pin with cap on hillside, South 06 deg 12 min 04 sec West, 117.60 feet to a set iron pin with cap by rock ledge, South 75 deg 40 min 07 sec West, 129.44 feet to a set iron pin with cap on the line of the U.S. of A. said point being North 13 deg 38 min 16 sec West, 78.61 from a found U.S. Forest service aluminum cap marked 3094b-12 mounted on an aluminum post on hillside; thence running with the line of United States of America- Daniel Boone National Forest, North 13 deg 38 min 16 sec West, 103.79 feet to the point of beginning..

Containing a calculated area of 19078 sq ft or 0.44 acres.

This according to a survey by James W. Caudill, PLS #2259, on February 7, 2008.



**SITE SURVEY
STRUCTURE LOCATION
OTT SIZEMORE TR
LESLIE COUNTY**



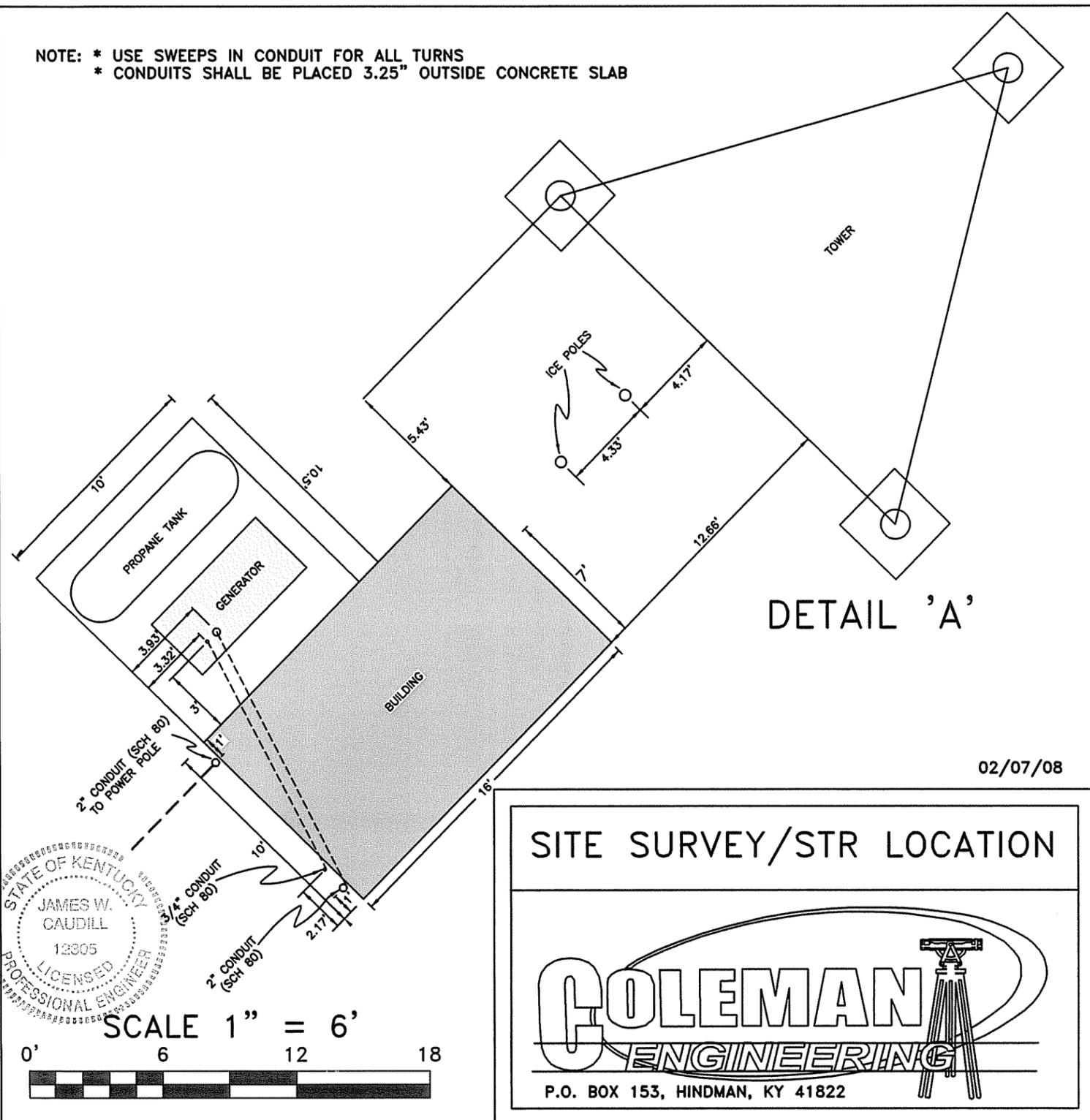
- LEGEND**
- CEMETERY TOWER
 - BOUNDARY LINE
 - ACCESS ROAD
 - RIDGE LINE

-THE PROPOSED TOWER HAS BEEN LOCATED USING TRIMBLE 4000SSI GPS UNIT PROCESSED BY "OPUS"
 -STATE PLANE COORDINATES NAD 83 KY SOUTH ZONE N 1952355.19, E 2286756.11, EL 1390 FT MSL
 -PRECISION: HORIZONTAL=0.10' VERTICAL=0.20'
 -PROPERTY LINE INFORMATION TAKEN FROM DEEDS AND VERIFIED IN THE FIELD.

James W. Caudill 12305 2-7-08
 JAMES W. CAUDILL P.E. DATE

**APPALACHIAN WIRELESS
101 TECHNOLOGY TRAIL
IVEL, KY. 41642
PROPOSED TOWER SITE
OTT SIZEMORE TR. IN LESLIE CO. OF KY**

NOTE: * USE SWEEPS IN CONDUIT FOR ALL TURNS
 * CONDUITS SHALL BE PLACED 3.25" OUTSIDE CONCRETE SLAB

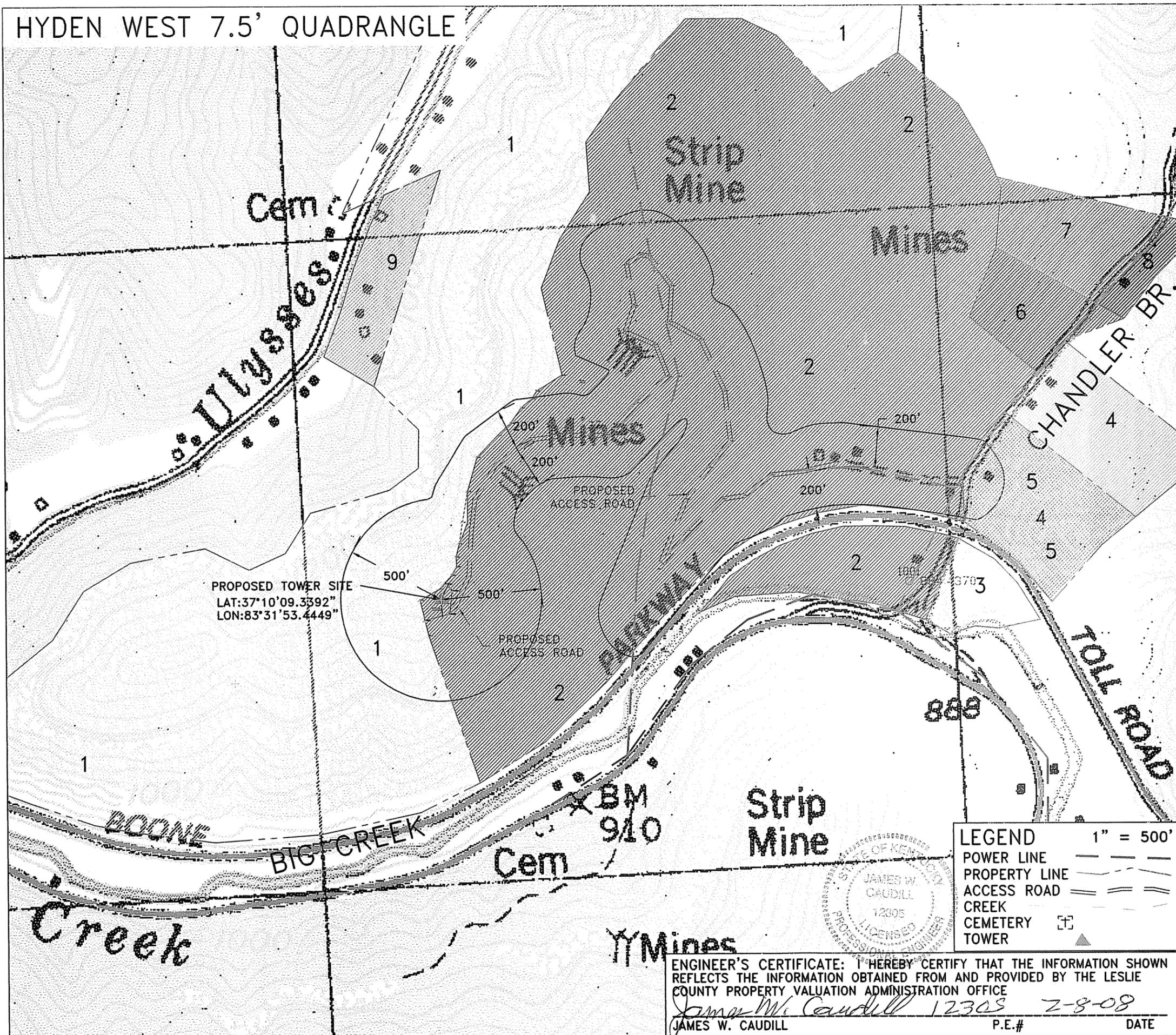


SITE SURVEY/STR LOCATION

COLEMAN ENGINEERING

P.O. BOX 153, HINDMAN, KY 41822

HYDEN WEST 7.5' QUADRANGLE



PROPOSED TOWER SITE
 LAT: 37°10'09.3392"
 LON: 83°31'53.4449"



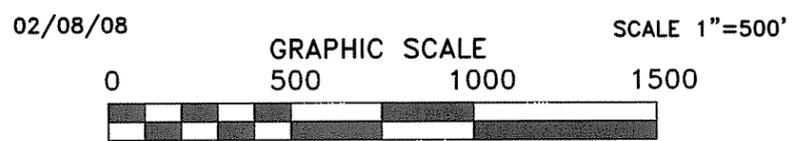
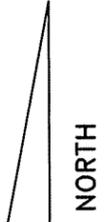
ENGINEER'S CERTIFICATE: I HEREBY CERTIFY THAT THE INFORMATION SHOWN REFLECTS THE INFORMATION OBTAINED FROM AND PROVIDED BY THE LESLIE COUNTY PROPERTY VALUATION ADMINISTRATION OFFICE
James W. Caudill 12305 2-8-08
 JAMES W. CAUDILL P.E.# DATE

APPALACHIAN WIRELESS
 101 TECHNOLOGY TRAIL
 IVEL, KY. 41642

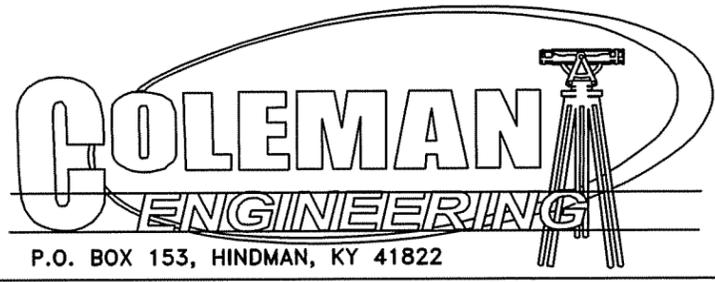
PROPOSED TOWER SITE
 OTT SIZEMORE LESLIE CO. KY.

LAND OWNERS:

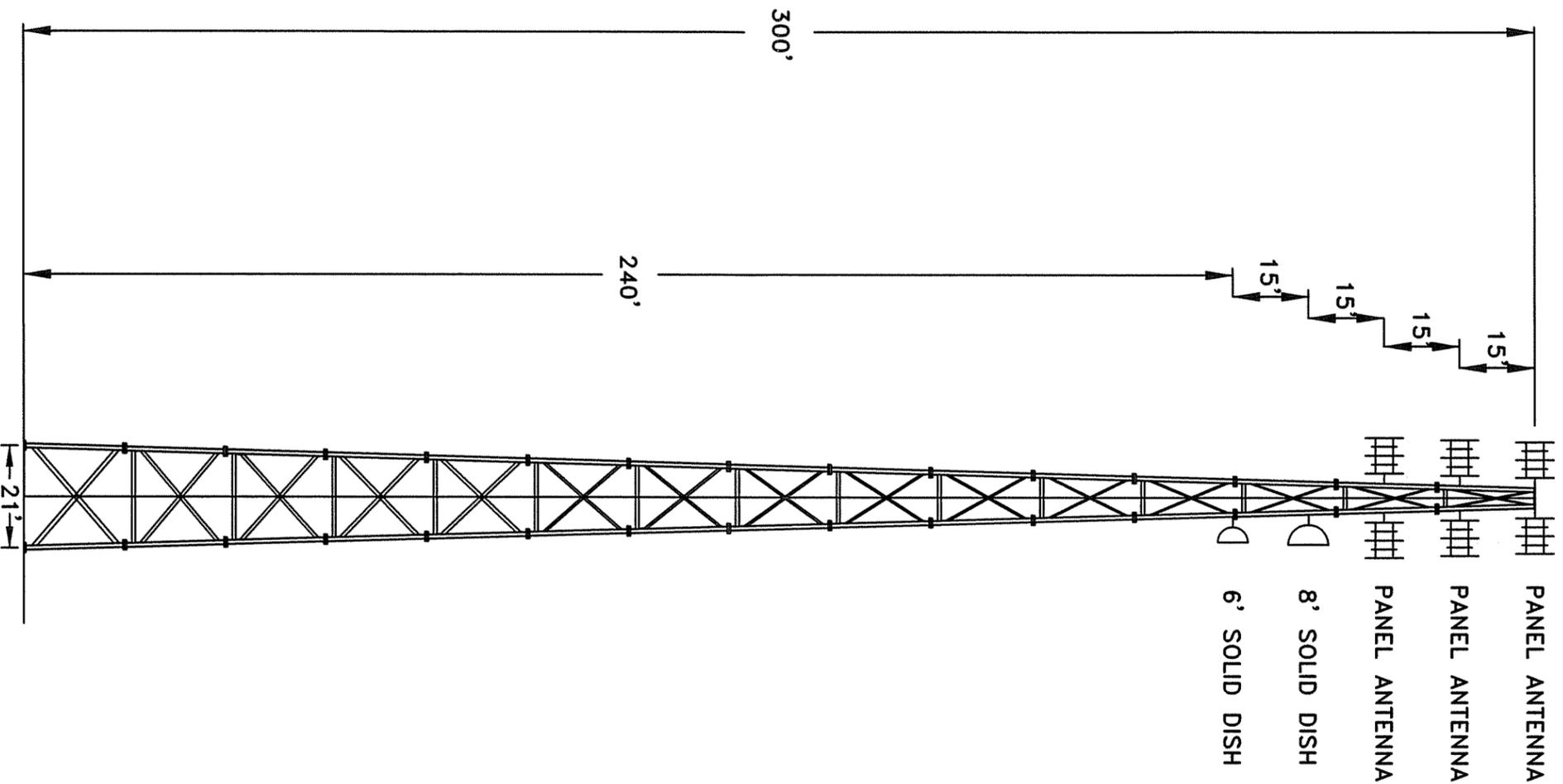
- 1 U.S. GOVERNMENT, FOREST SERVICE
100 VAULT ROAD
WINCHESTER, KY 40391
- 2 OTIS & CORENE SIZEMORE
P.O. BOX 47
BEAR BRANCH, KY 41714
- 3 PATSY & WILLIE CAUSEY
P.O. BOX 84
BEAR BRANCH, KY 41714
- 4 EFFIE COUCH
34880 HWY 421
BEAR BRANCH, KY 41714
- 5 RICKY & WANDA ASHER
P.O. BOX 177
BEAR BRANCH, KY 41714
- 6 ELMER LEDFORD HEIRS
C/O LINDA WESTFAHL
O.9. BOX 1470
LAFOLLETTE, TN 37766
- 7 RAMON F. COUCH
P.O. BOX 105
BEAR BRANCH, KY 41714
- 8 PAUL & LUCY COUCH
C/O WILMA WOODS
P.O. BOX 188
BEAR BRANCH, KY 41714
- 9 CECIL & LINDA SIZEMORE
17603 WILD OAK DR
HOUSTON, TX 77090



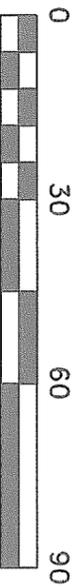
MAP SHOWING STRUCTURES & LAND OWNERS
 WITHIN 500 FT OF THE PROPOSED TOWER



APPALACHIAN WIRELESS
 101 TECHNOLOGY TRAIL
 IVEL, KY. 41642
 PROPOSED TOWER SITE
 OTT SIZEMORE Tr. BIG CREEK in LESLIE COUNTY



GRAPHIC SCALE



THIS IS A VERTICAL PROFILE SKETCH OF THE TOWER INDICATING THE PROPOSED ANTENNA AND DISH ELEVATIONS. NO DESIGN CRITERIA WAS CONSIDERED IN THE PREPARATION OF THIS DRAWING.

02/07/08

James W. Caudill
 JAMES W. CAUDILL P.E. 12305 2-7-08 DATE



VERTICAL PROFILE SKETCH

